

Rowling Robert B.  
Form 4  
August 12, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRT Holdings Inc

2. Issuer Name and Ticker or Trading Symbol  
GAYLORD ENTERTAINMENT CO /DE [GET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 EAST LAS COLINAS BLVD, SUITE 1900  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2011

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

IRVING, TX 75039

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/10/2011		P		668,793 \$ 24.11 (1)	7,547,223 (2)	D
Common Stock	08/10/2011		P		43,507 \$ 23.84 (3)	7,590,730 (2)	D
Common Stock	08/11/2011		P		3,100 \$ 24.2568 (4)	7,593,830 (2)	D
Common Stock	08/11/2011		P		467,715 \$ 25.1487 (5)	8,061,545 (2)	D

Edgar Filing: Rowling Robert B. - Form 4

Common Stock	08/11/2011	P	1,417,660	A	\$ 25.9461 (6)	9,479,205 (2)	D	
Common Stock	08/11/2011	P	822,924	A	\$ 27.1905 (7)	10,302,129 (2)	D	
Common Stock	08/12/2011	P	341,000	A	\$ 27.2131 (8)	10,643,129 (2)	D	
Common Stock						10,647,629 (9)	I	See Footnote (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRT Holdings Inc 600 EAST LAS COLINAS BLVD SUITE 1900 IRVING, TX 75039		X		
Rowling Robert B. 600 EAST LAS COLINAS BLVD		X		

SUITE 1900  
IRVING, TX 75039

## Signatures

/s/ Michael G. Smith, Senior Vice President Real Estate and General Counsel of TRT Holdings, Inc. 08/12/2011

\_\_Signature of Reporting Person Date

/s/ Michael G. Smith, as Attorney-in-Fact for Robert B. Rowling 08/12/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$23.89 to \$24.885, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(2) The shares are owned directly by TRT Holdings, Inc.

(3) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$23.75 to \$23.88, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(4) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$24.20 to \$24.37, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(5) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$24.50 to \$25.49, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(6) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$25.50 to \$26.49, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(7) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$26.50 to \$27.50, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(8) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$26.91 to \$27.35, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(9) Robert B. Rowling is the indirect beneficial owner of the 10,643,129 shares directly owned by TRT Holdings, Inc. due to his ownership of the Class B shares of Common Stock of TRT Holdings, Inc. and the direct beneficial owner of 4,500 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.