

Maradik Richard A
Form 4
February 15, 2012

FORM 4

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

OMB APPROVAL

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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 *
Maradik Richard A

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)
207 LYNNWOOD BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and Chief Mktng Officer

NASHVILLE, TN 37205
(City) (State) (Zip)

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

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/13/2012		M		10,000 <u>(1)</u>	A	\$ 29.57 12,511 D
Common Stock	02/13/2012		F		2,684 <u>(1)</u>	D	\$ 29.57 9,827 D
Common Stock	02/14/2012		M		2,625	A	\$ 12.47 12,452 D
Common Stock	02/14/2012		M		5,000	A	\$ 20.08 17,452 D
Common Stock	02/14/2012		S		9,827	D	\$ 29.541 7,625 D <u>(2)</u>

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Common Stock	02/14/2012	S	2,625	D	\$ 29.501 (3)	5,000	D
Common Stock	02/14/2012	S	5,000	D	\$ 29.519 (4)	0 (5)	D

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 29.57	02/13/2012		M		10,000	02/04/2012 12/31/2012	Common Stock	10,000
Stock Option (right to buy)	\$ 12.47	02/14/2012		M		2,625	06/22/2010 06/22/2019	Common Stock	2,625
Stock Option (right to buy)	\$ 20.08	02/14/2012		M		5,000	02/03/2011 02/03/2020	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maradik Richard A 207 LYNNWOOD BLVD. NASHVILLE, TN 37205			SVP and Chief Mktng Officer	

Signatures

Carter R. Todd, Attorney-in-Fact for Richard A.
Maradik

02/15/2012

__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).

- On February 13, 2012, a total of 10,000 shares of the Company's common stock were awarded to Mr. Maradik upon the satisfaction of performance criteria with respect to a restricted stock unit award previously granted to Mr. Maradik on February 4, 2008 (the terms of which were amended on September 3, 2010). A total of 2,684 shares were withheld to satisfy Mr. Maradik's tax withholding obligations with respect to the award, and Mr. Maradik retained the remaining 7,316 shares.
- (1)
 - (2) Sold in a range between \$29.50 to \$29.63 per share
 - (3) Sold in a range between \$29.47 to \$29.53 per share
 - (4) Sold in a range between \$29.51 to \$29.52 per share

- Does not include the following shares of common stock issuable upon the ultimate vesting of time-based restricted stock unit awards: 5,000 (granted on 2/4/08); 4,000 (granted on 6/22/09); and 8,500 (granted on 2/3/10). Does not include the following shares of common stock issuable upon the satisfaction of criteria with respect to performance-based restricted stock unit awards: 2,900 (granted on 2/2/11). The restricted stock awards are subject to the terms and conditions of the applicable agreement with respect to such awards and will ultimately only be issued as provided in such agreements.
- (5)

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.