

KLOEPPEL DAVID C  
Form 4  
June 24, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
KLOEPPEL DAVID C

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)  
  
ONE GAYLORD DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/22/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President & COO

NASHVILLE, TN 37214  
  
(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 06/22/2010                           |  | F                              | (A) or (D)<br>V Amount<br>2,877<br>(1)                            | \$<br>26.56   | 45,055 (2)   | D                                 |

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

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SEC 1474 (9-02)

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

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | \$ 26.56   | 06/22/2010                           |  | M                              | 10,875  | 06/22/2010 (3)   | Common Stock  | 10,875                        |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| KLOEPEL DAVID C<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 |               |           | President & COO |       |

## Signatures

Carter R. Todd, Attorney-in-Fact for David C. Kloepfel  
 Signature: \_\_\_\_\_ Date: 06/24/2010

\*\*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) Represents shares withheld to satisfy Mr. Kloepfel's tax withholding obligation with respect to 10,875 issued upon vesting of shares previously awarded restricted stock units on June 22, 2010. Mr. Kloepfel retained the remaining 7,998 shares.  
 Amount does not include 75,000 shares of common stock issuable upon the vesting of performance-based restricted stock unit awards granted February 14, 2008; 32,625 shares of common stock issuable upon the vesting of time-based restricted stock unit awards granted on June 22, 2009; and 35,000 shares of common stock issuable upon the vesting of time-based restricted stock unit awards granted on February 3, 2010.
- (3) On June 22, 2009 Mr. Kloepfel was awarded 43,500 restricted stock units, which vest in four equal annual installments beginning on June 22, 2010. The 10,875 stock units reported herein were 100% converted to common stock on June 22, 2010 upon the vesting of the restricted stock unit award. Accordingly there is no expiration date associated with this security.

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.