

Maradik Richard A
Form 4
August 17, 2010

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 *
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)
08/13/2010

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/13/2010		S		1,579 (1) \$ 26.655 (2)	0	D
Common Stock	08/13/2010		M		2,625 \$ 12.47	2,625	D
Common Stock	08/13/2010		S		2,625 \$ 26.693 (3)	0 (4)	D

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option Right to Buy	\$ 12.47	08/13/2010		M	2,625	(5) 06/22/2019	Common Stock	2,625

Reporting Owners

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

Signatures

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

08/17/2010

**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) Includes 108 shares previously acquired pursuant to the Company's Employment Stock Purchase Plan
- (2) Stock sold in a range from \$26.62 to \$26.675.
- (3) Stock sold in a range from \$26.63 to \$26.86.
- (4) Amount does not include 20,000 shares of common stock issuable upon the vesting of performance-based restricted stock unit awards granted February 14, 2008; 6,000 shares of common stock issuable upon the vesting of time-based restricted stock unit awards granted on June 22, 2009; and 10,000 shares of common stock issuable upon the vesting of time-based restricted stock unit awards granted on February 3, 2010.

Edgar Filing: Maradik Richard A - Form 4

(5) This grant vests on 6/22/2010, 6/22/2011 and 6/22/2012 in 2,625 increments.

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.