

CONNOR RODERICK F JR
Form 4
June 07, 2012

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 *
CONNOR RODERICK F JR

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)
06/05/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CAO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/05/2012 | | M | 8,000 A \$ 20.03 | 11,750 ⁽¹⁾ | D | |
| Common Stock | 06/05/2012 | | S | 8,000 D \$ 38.244 | 3,750 ⁽¹⁾ | D | |
| Common Stock | 06/06/2012 | | M | 5,000 A \$ 20.08 | 8,750 ⁽¹⁾ | D | |
| Common Stock | 06/06/2012 | | S | 5,000 D \$ 39 | 3,750 ⁽¹⁾ | D | |
| Common Stock | | | | | 1,039 | I | by 401(k) ⁽³⁾ |

Common Stock 1,080 I by ESPP (4)

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.

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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 |
| Stock Option (right to buy) | \$ 20.03 | 06/05/2012 | | M | 8,000 | 02/06/2004 ⁽⁵⁾ | 02/06/2013 | Common Stock | 8,000 | | |
| Stock Option (right to buy) | \$ 20.08 | 06/06/2012 | | M | 5,000 | 02/03/2011 ⁽⁶⁾ | 02/03/2020 | Common Stock | 5,000 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| CONNOR RODERICK F JR ONE GAYLORD DRIVE NASHVILLE, TN 37214 | | | SVP & CAO | |

Signatures

Carter R. Todd, Attorney-in-Fact for Roderick Connor Jr. 06/07/2012

**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).

Does not include a total of 9,600 shares of common stock issuable upon the ultimate vesting of time-based restricted stock unit awards.

- (1) 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.
- (2) Stock was sold in a price range of 38.20 to 38.36.
- (3) Stock is held by the Reporting person's 401(k) plan.
- (4) Stock is being held by the Reporting person's Employee Stock Purchase Plan account.
- (5) Stock Option vested ratably beginning on 02/06/2004 for four years.
- (6) Stock Option vested ratably beginning on 02/03/2011 for four years.

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.