

GAYLORD EDWARD K II
Form 4
November 29, 2010

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GAYLORD EDWARD K II

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)
5112 NORTH WILKINSON
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

PARADISE VALLEY, AZ 85253

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/24/2010		M	57,700 A	\$ 28.95 191,100	D	
Common Stock	11/24/2010		S	57,700 D	\$ 34.317 133,400 (1)	D	
Common Stock	11/26/2010		M	42,300 A	\$ 28.95 175,700	D	
Common Stock	11/26/2010		S	42,300 D	\$ 34.3 133,400	D	
Common Stock					2,387 (2)	I	By GSTT Trust

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Common Stock	2,387 ⁽³⁾	I	By GSTT Trust
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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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 28.95	11/24/2010		M		57,700		05/02/2001	05/02/2011	Common Stock	57,700
Stock Option (Right to Buy)	\$ 28.95	11/26/2010		M		42,300		05/02/2001	05/02/2011	Common Stock	43,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAYLORD EDWARD K II 5112 NORTH WILKINSON PARADISE VALLEY, AZ 85253	X			

Signatures

Carter R. Todd, Attorney-in-Fact for E.K. Gaylord II	11/29/2010
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 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) Stock was sold in a price range of 34.30 to 34.42.

(2) Held as trustee for Edward L. Gaylord II 1999 GSTT Exempt Trust

(3) Held as trustee for Edward K. Gaylord III 1999 GST Exempt Trust

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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