

Maradik Richard A
Form 4
June 24, 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 *
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)
06/22/2010

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

NASHVILLE, TN 37205

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/22/2010		F	529 ⁽¹⁾ D	\$ 26.56	1,471 ⁽²⁾ 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
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: Maradik Richard A - Form 4

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. F Der Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 26.56	06/22/2010		M		2,000		06/22/2010	<u>(3)</u>	Common Stock	2,000 \$

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

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. Maradik's tax withholding obligation with respect to 2,000 shares issued upon vesting of previously awarded restricted stock units on June 22, 2010. Mr. Maradik retained the remaining 1,471 shares.
- (2) 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.
- (3) On June 22, 2009 Mr. Maradik was awarded 8,000 restricted stock units, which vest in four equal annual installments beginning on June 22, 2010. The 2,000 restricted 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.