

Rowling Robert B.
Form 4
August 12, 2011

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 *
TRT Holdings Inc

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)
600 EAST LAS COLINAS
BLVD, SUITE 1900

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2011

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

IRVING, TX 75039

(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	08/10/2011		P	V Amount 668,793	(A) or (D) A \$ 24.11 (1)	7,547,223 (2)	D
Common Stock	08/10/2011		P	V Amount 43,507	(A) or (D) A \$ 23.84 (3)	7,590,730 (2)	D
Common Stock	08/11/2011		P	V Amount 3,100	(A) or (D) A \$ 24.2568 (4)	7,593,830 (2)	D
Common Stock	08/11/2011		P	V Amount 467,715	(A) or (D) A \$ 25.1487 (5)	8,061,545 (2)	D

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Common Stock	08/11/2011	P	1,417,660	A	\$ 25.9461 (6)	9,479,205 (2)	D	
Common Stock	08/11/2011	P	822,924	A	\$ 27.1905 (7)	10,302,129 (2)	D	
Common Stock	08/12/2011	P	341,000	A	\$ 27.2131 (8)	10,643,129 (2)	D	
Common Stock						10,647,629 (9)	I	See Footnote (9)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TRT Holdings Inc 600 EAST LAS COLINAS BLVD SUITE 1900 IRVING, TX 75039	X
Rowling Robert B. 600 EAST LAS COLINAS BLVD	X

SUITE 1900
IRVING, TX 75039

Signatures

/s/ Michael G. Smith, Senior Vice President Real Estate and General Counsel of TRT Holdings, Inc.

08/12/2011

__Signature of Reporting Person

Date

/s/ Michael G. Smith, as Attorney-in-Fact for Robert B. Rowling

08/12/2011

__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) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$23.89 to \$24.885, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(2) The shares are owned directly by TRT Holdings, Inc.

(3) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$23.75 to \$23.88, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(4) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$24.20 to \$24.37, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(5) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$24.50 to \$25.49, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(6) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$25.50 to \$26.49, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(7) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$26.50 to \$27.50, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(8) The price reported is the weighted average price. The shares were purchased in multiple transactions at prices ranging from \$26.91 to \$27.35, inclusive. The reporting persons undertake to provide Gaylord Entertainment Company, any stockholder of Gaylord Entertainment Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(9) Robert B. Rowling is the indirect beneficial owner of the 10,643,129 shares directly owned by TRT Holdings, Inc. due to his ownership of the Class B shares of Common Stock of TRT Holdings, Inc. and the direct beneficial owner of 4,500 shares.

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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