Rowling Robert B. Form 4 August 07, 2012

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287

Check this box if no longer subject to

January 31, Expires: 2005

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TRT Holdings Inc

(Last)

GAYLORD ENTERTAINMENT

(Check all applicable)

CO /DE [GET]

Director X__ 10% Owner

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

08/06/2012

below)

Other (specify Officer (give title

600 EAST LAS COLINAS BLVD, SUITE 1900

(Street)

(First)

(Middle)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person

Filed(Month/Day/Year)

X Form filed by More than One Reporting

Person

IRVING, TX 75039

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

Code

(Instr. 8)

4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) (Instr. 3, 4 and 5)

6. Ownership Beneficially Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

D

Reported (I) Transaction(s)

(Instr. 3 and 4) Price

Following

Securities

Owned

(Instr. 4)

Common 08/06/2012 Stock

Code V Amount (D) $S^{(1)}$ 5,000,000

\$ 37 5,643,129 (2) D

See Footnote

Common Stock

Security

(Instr. 3)

 $5,647,629 \stackrel{(3)}{=} I$

(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year)			Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	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 SUITE 1900 IRVING, TX 75039		X					

Signatures

/s/ Michael G. Smith, Senior Vice President Real Estate and General Counsel of TRT 08/07/2012 Holdings, Inc.

> **Signature of Reporting Person Date

/s/ Michael G. Smith, as Attorney-in-Fact for Robert B. Rowling 08/07/2012

> **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).
- Represents shares sold pursuant a privately negotiated stock repurchase agreement by and between TRT Holdings, Inc. and Gaylord Entertainment Company.
- (2) The shares are owned directly by TRT Holdings, Inc.
- Robert B. Rowling is the indirect beneficial owner of the 5,643,129 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.

Reporting Owners 2

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