#### ROTH MICHAEL ISOR

Form 4 May 08, 2009

## 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.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ROTH MICHAEL ISOR** 

2. Issuer Name and Ticker or Trading

Symbol

**GAYLORD ENTERTAINMENT** CO /DE [GET]

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

05/06/2009

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

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Estimated average

burden hours per

(First) THE INTERPUBLIC GROUP OF

(Middle)

COMPANIES, INC., 1114 AVENUE OF THE AMERICAS,

19TH FLOOR

(Last)

(Street) 4. If Amendment, Date Original

Execution Date, if

any

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

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

NEW YORK, NY 10036

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

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Owned

5. Amount of Securities Beneficially Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

SEC 1474

(9-02)

10% Owner

Other (specify

Common

Stock

Security

(Instr. 3)

05/06/2009

or Price Code Amount (D)

1,500

(A)

5,640 16.06

Reported

Transaction(s)

(Instr. 3 and 4)

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

M

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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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	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
Restricted Stock Unit	\$ 16.06	05/06/2009		M	1,500	05/06/2009	<u>(1)</u>	Common Stock	1,500
Restricted Stock Unit	\$ 16.8	05/07/2009		A	1,500	(2)	05/07/2010	Common Stock	1,500

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
<b>FS</b>	Director	10% Owner	Officer	Other	
ROTH MICHAEL ISOR THE INTERPUBLIC GROUP OF COMPANIES, INC. 1114 AVENUE OF THE AMERICAS, 19TH FLOOR NEW YORK, NY 10036	X				
Cianoturas					

### Signatures

Carter R. Todd, Attorney-in-Fact for Michael I.

Roth

05/08/2009

\*\*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) On May 6, 2009,1,500 shares of common stock were issued to the director upon vesting of the restricted stock units previously granted to the director on May 6, 2008.
- (2) These restricted stock units were 100% converted to common stock on May 6, 2009 upon the vesting of the restricted stock 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.

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