#### KLOEPPEL DAVID C

Form 4

February 13, 2012

## FORM 4

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

**SECURITIES** 

**OMB** 

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

2005 Estimated average burden hours per 0.5

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 may continue. 30(h) of the Investment Company Act of 1940

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KLOEPPEL DAVID C			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			GAYLORD ENTERTAINMENT CO /DE [GET]	(Check all applicable)			
(Last) ONE GAYLOR	(First)  RD DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2012	Director 10% Owner X Officer (give title Other (specify below) President & COO			
	(Street)		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			
NASHVILLE,	TN 37214			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y 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)	(			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/10/2012		Code V M	Amount 20,000 (1)	or (D)	Price \$ 22.95	(Instr. 3 and 4)	D	
Common Stock	02/10/2012		F	16,727 (1)	D	\$ 29.52	81,149 (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: KLOEPPEL DAVID C - Form 4

# 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 Options (Right to Buy)	\$ 22.95	02/10/2012		M		20,000	02/11/2005	02/11/2012	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
--------------------------------	---------------

Director 10% Owner Officer Other

KLOEPPEL DAVID C ONE GAYLORD DRIVE NASHVILLE, TN 37214

President & COO

## **Signatures**

Carter R. Todd, Attorney-in-Fact for David C. Kloeppel

02/13/2012

\*\*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).
- On February 10, 2012 Mr. Kloeppel exercised options to purchase 20,000 shares of the Company's common stock, having an exercise (1) price of 22.95 per share. Mr. Kloeppel paid the exercise price for such option and the applicable tax to be withheld by surrending 16,727 of such shares. Mr. Kloeppel retained the remaining 3,273 shares.
  - Does not include 56,250 shares of common stock issuable upon the vesting of restricted stock unit awards, with both a performanced-based and time-based vesting schedule, originally granted on February 4, 2008 and amended on September 3, 2010. Does not include 21,750 shares of common stock inssuable upon the vesting of time-based restricted stock unit awards granted on June 22, 2009. Does not include 17,500 shares of common stock issuable upon the vesting of time-based restricted stock unit awards granted of
- February 3, 2010. Does not include 14,000 shares of common stock issuable upon the vesting of performanced-based stock unit awards granted on February 2, 2011. Does not include 15,000 shares of common stock issuable upon the vesting of time based stock unit awards granted on February 8, 2012. Does not include 15,000 shares of common stock issuable upon the vesting of performance-based stock units granted on February 8, 2012.

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.

Reporting Owners 2