

REED COLIN V
Form 4/A
September 10, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REED COLIN V

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)
ONE GAYLORD DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/03/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

NASHVILLE, TN 37214

4. If Amendment, Date Original Filed(Month/Day/Year)
09/08/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 09/03/2010 | | M | 45,500 (1) A \$ 0 | 513,247 (2) | D | |
| Common Stock | 09/03/2010 | | F | 14,045 (3) D \$ 29.21 | 499,202 (2) | D | |
| Common Stock | | | | | 630 (4) | I | By Trust |

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

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number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 29.21 | 09/03/2010 | | A | 45,500 | ⁽¹⁾ 12/31/2012 | Common Stock | 45,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| REED COLIN V ONE GAYLORD DRIVE NASHVILLE, TN 37214 | X | | Chairman & CEO | |

Signatures

Carter R. Todd, Attorney-in-Fact for Colin V.
Reed

09/10/2010

**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).

On September 3, 2010 the Company and Mr. Reed amended the terms of the performance-based RSUs granted on February 4, 2008 and previously reported on Form 4. As amended, the RSUs vest as follows: 25% of the RSUs vested on the date of amendment; some, all or none of the remaining 75% of the RSUs will vest on February 4, 2012 based on the extent to which the performance criteria specified in

(1) the award agreement are satisfied (consistent with the original terms of the award agreements); and 25% of the RSUs will vest on December 31, 2012 provided that the reporting person remains employed by the Company on such date (unless vested earlier on February 4, 2012 to the extent performance criteria are satisfied). The Shares shown here represent the RSUs which vested on the date of the amendment.

Includes 385,242 shares credited to Mr. Reed's SERP account, each of which is the economic equivalent of one share of common stock and payable solely in shares of common stock following termination of employment. Does not include 170,000 shares of common stock issuable upon the time-based vesting of restricted stock units, the vesting of which has been deferred by Mr. Reed. Does not include

(2) 136,500 shares of common stock issuable upon the vesting of restricted stock units granted on February 4, 2008 (the terms of which were amended on September 3, 2010) as described in Footnote (1) above. Does not include 54,500 shares of common stock issuable upon the vesting of time-based restricted stock units granted on February 3, 2010.

(3)

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Represents shares withheld to satisfy the reporting person's tax withholding obligation with respect to the shares issued upon the vesting of the restricted stock units on September 3, 2010.

(4) Held as Trustee for Samuel A. Reed Trust UA December 27, 2001.

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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