

GAYLORD ENTERTAINMENT CO /DE
Form 3
May 18, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FIORAVANTI MARK</p> <p>(Last) (First) (Middle)</p> <p>ONE GAYLORD DRIVE</p> <p>(Street)</p> <p>NASHVILLE,Â TNÂ 37214</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/07/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GAYLORD ENTERTAINMENT CO /DE [GET]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP & Treasurer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 54,964 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------|--------------|--------|----------|-------------------|---|
| Stock Option (Right to Buy) | 08/12/2003 ⁽²⁾ | 08/12/2012 | Common Stock | 32,500 | \$ 20.3 | D | Â |
| Stock Option (Right to Buy) | 02/06/2004 ⁽³⁾ | 02/06/2013 | Common Stock | 16,000 | \$ 20.03 | D | Â |
| Stock Option (Right to Buy) | 02/05/2005 ⁽⁴⁾ | 02/05/2014 | Common Stock | 10,000 | \$ 29.01 | D | Â |
| Stock Option (Right to Buy) | 05/06/2005 ⁽⁵⁾ | 05/06/2014 | Common Stock | 15,000 | \$ 31.13 | D | Â |
| Stock Option (Right to Buy) | 02/09/2006 ⁽⁶⁾ | 02/09/2015 | Common Stock | 20,000 | \$ 40.22 | D | Â |
| Stock Option (Right to Buy) | 02/08/2007 ⁽⁷⁾ | 02/08/2016 | Common Stock | 13,500 | \$ 44.3 | D | Â |
| Stock Option (Right to Buy) | 02/07/2008 ⁽⁸⁾ | 02/07/2017 | Common Stock | 10,000 | \$ 56.14 | D | Â |
| Stock Option (Right to Buy) | 02/04/2010 ⁽⁹⁾ | 02/04/2018 | Common Stock | 25,000 | \$ 38 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FIORAVANTI MARK ONE GAYLORD DRIVE NASHVILLE, TN 37214 | Â | Â | Â SVP & Treasurer | Â |

Signatures

Carter R. Todd, Attorney-in-Fact for Mark Fioravanti 05/18/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 20,000 performance based restricted stock units that will vest and convert to common stock on a one to one basis on February 4, 2012 subject to vesting requirements.
- (2) Stock option fully vested on August 12, 2006.
- (3) Stock option fully vested on February 6, 2007.
- (4) Stock option fully vested on February 5, 2008.
- (5) Stock option fully vested on May 6, 2008.
- (6) Stock option fully vested on February 9, 2009.
- (7) 3,375 stock options will fully vest on February 8, 2010. The remainder are fully vested.

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- (8) 2,500 stock options will vest on February 7, 2010, and 2,500 stock options will vest on February 7, 2011. The remainder are fully vested.
- (9) Stock option vests in 1/3 increments over three years beginning on February 4, 2010.

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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