

GAYLORD ENTERTAINMENT CO /DE
Form 4
October 08, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
TRT Holdings Inc

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)
600 EAST LAS COLINAS BLVD., SUITE 1900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

IRVING, TX 75039

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Common Stock, Par Value \$0.01 per share	10/06/2008		P	49,700 A	\$ 21.9424 5,882,200	D (4)	
					(1) (3)		
Common Stock, Par Value \$0.01 per share	10/07/2008		P	8,600 A	\$ 21.9557 5,890,800	D (4)	
					(2) (3)		

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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/ Terrell T Philen, Jr., Senior Vice President, Chief Financial Officer and Treasurer 10/08/2008

__Signature of Reporting Person Date

/s/ Terrell T Philen, Jr., as Attorney-in-Fact for Robert B. Rowling 10/08/2008

__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).

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- On October 6, 2008, TRT Holdings, Inc. ("TRT") purchased 49,700 shares of the common stock of Gaylord Entertainment Company ("GEC") in 305 open market purchases, at prices ranging from \$21.72 to \$22.00 per share, and with a weighted-average per-share price of \$21.9424.
- (1) On October 6, 2008, TRT Holdings, Inc. ("TRT") purchased 49,700 shares of the common stock of Gaylord Entertainment Company ("GEC") in 305 open market purchases, at prices ranging from \$21.72 to \$22.00 per share, and with a weighted-average per-share price of \$21.9424.
 - (2) On October 7, 2008, TRT purchased 8,600 shares of the common stock of GEC in 52 open market purchases, at prices ranging from \$21.84 to \$21.99 per share, and with a weighted-average per-share price of \$21.9557.
 - (3) TRT agrees to provide, upon request by the Securities Exchange Commission, GEC, or a holder of the common stock of GEC, full information regarding the number of shares purchased at each separate price.
 - (4) The reported securities are owned directly by TRT. Robert B. Rowling indirectly beneficially owns the reported securities due to his ownership of all of the Class B shares of Common Stock of TRT.

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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