

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>OLIN JAMES S</u>			2. Issuer Name and Ticker or Trading Symbol <u>GAYLORD ENTERTAINMENT CO /DE [GET]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, ResortQuest</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/20/2003</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>ONE GAYLORD DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NASHVILLE TN 37214</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/20/2003		A		52,308	A	\$0 ⁽¹⁾⁽²⁾	52,308	D	
Common Stock	11/20/2003		A		1,375	A	\$0 ⁽³⁾	1,375	I	By Wife ⁽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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (right to buy)	\$32.51	11/20/2003		A		4,511		11/20/2003	11/08/2008	Common Stock	4,511	\$0 ⁽⁵⁾	4,511	D	
Employee Stock Option (right to buy)	\$31.14	11/20/2003		A		2,750		11/20/2003	06/01/2004	Common Stock	2,750	\$0 ⁽⁶⁾	2,750	D	
Employee Stock Option (right to buy)	\$15.23	11/20/2003		A		20,625		11/20/2003	01/04/2005	Common Stock	20,625	\$0 ⁽⁷⁾	20,625	D	
Employee Stock Option (right to buy)	\$25.45	11/20/2003		A		9,625		11/20/2003	11/20/2004	Common Stock	9,625	\$0 ⁽⁸⁾	9,625	D	
Employee Stock Option (right to buy)	\$17.95	11/20/2003		A		5,775		11/20/2003	11/20/2004	Common Stock	5,775	\$0 ⁽⁹⁾	5,775	D	
Employee Stock Option (right to buy)	\$13.82	11/20/2003		A		34,275		11/20/2003	10/15/2007	Common Stock	34,275	\$0 ⁽¹⁰⁾	34,275	D	
Employee Stock Option (right to buy)	\$27.69	11/20/2003		A		50,000		11/20/2004 ⁽¹¹⁾	11/20/2013	Common Stock	50,000	\$0	50,000	D	

Explanation of Responses:

- Includes 8,308 shares of the Company's common stock issued in exchange for shares of the common stock of ResortQuest International, Inc. ("ResortQuest"), which merged with a wholly-owned subsidiary of the Company on November 20, 2003. Each outstanding share of the common stock of ResortQuest was converted into 0.275 shares of the Company's common stock.
- Includes 44,000 shares of the Company's common stock issuable to Mr. Olin upon the vesting of restricted stock units granted by the Company's board of directors on November 20, 2003. The restricted stock units vest 100% on February 1, 2008 and at such time will be satisfied by the issuance of shares of the Company's common stock on a 1-1 basis. The restricted stock units are also subject to early vesting beginning March 1, 2005 upon satisfaction of certain performance targets established by the Company's Human Resources Committee.

3. Issued in exchange for 5,000 shares of ResortQuest common stock as a result of the ResortQuest merger.
4. Mr. Olin disclaims beneficial ownership of these shares.
5. Received in the ResortQuest merger in exchange for an employee stock option to acquire 16,402 shares of ResortQuest common stock for \$8.94 per share.
6. Received in the ResortQuest merger in exchange for an employee stock option to acquire 10,000 shares of ResortQuest common stock for \$8.56 per share.
7. Received in the ResortQuest merger in exchange for an employee stock option to acquire 75,000 shares of ResortQuest common stock for \$4.19 per share.
8. Received in the ResortQuest merger in exchange for an employee stock option to acquire 35,000 shares of ResortQuest common stock for \$7.00 per share.
9. Received in the ResortQuest merger in exchange for an employee stock option to acquire 21,000 shares of ResortQuest common stock for \$4.94 per share.
10. Received in the ResortQuest merger in exchange for an employee stock option to acquire 125,000 shares of ResortQuest common stock for \$3.80 per share.
11. This option, which was granted to Mr. Olin by the Company's board of directors effective November 20, 2003, vests in four equal annual installments beginning on November 20, 2004.

Remarks:

/s/ Carter R. Todd, as attorney 11/21/2003
in fact for James Olin

** Signature of Reporting Person Date

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

* 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).

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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