

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>REED COLIN V</u> (Last) (First) (Middle) <u>ONE GAYLORD DRIVE</u> (Street) <u>NASHVILLE TN 37214</u> (City) (State) (Zip) | 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, Pres. & CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2009</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 01/09/2009 | | I | | 50,000 | A | \$13.0785 ⁽²⁾ | 483,875 ⁽³⁾ | D | |
| Common Stock ⁽¹⁾ | 01/12/2009 | | I | | 100,000 | A | \$11.9264 ⁽²⁾ | 583,875 ⁽⁴⁾ | D | |
| Common Stock | 01/13/2009 | | I | | 85,800 | A | \$12.1242 ⁽²⁾ | 669,675 ⁽⁵⁾ | D | |
| Common Stock | | | | | | | | 630 ⁽⁶⁾ | I | By Trust |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | | | | | | | | | |

Explanation of Responses:

- Represents shares credited to the reporting person's SERP account each of which is the economic equivalent of one share of Gaylord Entertainment Company ("Gaylord") common stock. Shares credited are payable solely in shares of common stock following the reporting person's termination of employment with Gaylord, and may not be transferred by the reporting person into an alternative investment account following the reporting person's election of the common stock as the SERP's investment alternative.
- Represents weighted average price used to determine the shares of stock allocated to the reporting person's account on this date. The reporting person's SERP provides for accruals to the reporting person's account based on the weighted average purchase price of shares purchased by a rabbi trust in the open market. Such open market purchases were effected pursuant to Rule 10b5-1 trading plan adopted by the trustee on behalf of the rabbi trust.
- Includes 170,000 shares of common stock issuable upon the vesting of restricted stock units granted to Mr. Reed on February 1, 2003 (the vesting of which Mr. Reed has deferred), and 182,000 shares of common stock issuable upon the vesting of the restricted units grants to Mr. Reed on February 4, 2008. Also includes 50,000 shares credited to the reporting person's SERP account each of which is the economic equivalent of one share of Gaylord common stock and payable solely in shares of common stock following the reporting person's termination of employment with Gaylord.
- Includes 170,000 shares of common stock issuable upon the vesting of restricted stock units granted to Mr. Reed on February 1, 2003 (the vesting of which Mr. Reed has deferred), and 182,000 shares of common stock issuable upon the vesting of the restricted units grants to Mr. Reed on February 4, 2008. Also includes 100,000 shares credited to the reporting person's SERP account each of which is the economic equivalent of one share of Gaylord common stock and payable solely in shares of common stock following the reporting person's termination of employment with Gaylord.
- Includes 170,000 shares of common stock issuable upon the vesting of restricted stock units granted to Mr. Reed on February 1, 2003 (the vesting of which Mr. Reed has deferred), and 182,000 shares of common stock issuable upon the vesting of the restricted units grants to Mr. Reed on February 4, 2008. Also includes 85,800 shares credited to the reporting person's SERP account each of which is the economic equivalent of one share of Gaylord common stock and payable solely in shares of common stock following the reporting person's termination of employment with Gaylord.
- Held as trustee for the Samuel A. Reed Trust UA December 27, 2001.

Remarks:

Carter R. Todd, Attorney-in-Fact for Colin V. Reed 01/13/2009

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.