

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

1. Name and Address of Reporting Person* <u>GABELLI ASSET MANAGEMENT INC ET AL</u>  (Last) (First) (Middle) <u>ONE CORPORATE CENTER</u>  (Street) <u>RYE NY 10580</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/09/2004		S		4,482	D	\$26.7389	0	I	By: Investment Partnership <sup>(1)</sup>
Common Stock								2,000	I	By: Investment Partnership <sup>(1)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
GABELLI ASSET MANAGEMENT INC ET AL  
 (Last) (First) (Middle)  
ONE CORPORATE CENTER  
 (Street)  
RYE NY 10580  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GABELLI MARIO J  
 (Last) (First) (Middle)  
C/O GABELLI ASSET MANAGEMENT INC  
ONE CORPORATE CENTER  
 (Street)  
RYE NY 10580  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

GABELLI GROUP CAPITAL PARTNERS INC

(Last) (First) (Middle)

140 GREENWICH AVE.

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Reporting Persons have less than a 100% interest in this entity. The amount of securities reported as beneficially owned reflects the total amount of securities held by this entity, which is greater than the Reporting Persons' indirect pecuniary interests. The Reporting Persons hereby disclaim beneficial ownership of these securities in excess of their indirect pecuniary interests.

/s/ James E. McKee, Attorney-  
in-Fact for MARIO J.

GABELLI and Secretary of

GABELLI ASSET

08/11/2004

MANAGEMENT INC. AND

GABELLI GROUP CAPITAL

PARTNERS, INC.

\*\* 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.**