

**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>TRT Holdings Inc</u>  (Last) (First) (Middle) 600 EAST LAS COLINAS BLVD SUITE 1900  (Street) IRVING TX 75039  (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) 08/16/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	08/16/2012		s		5,643,129	D	\$39 <sup>(1)</sup>	0	D	
Common Stock								4,500 <sup>(2)</sup>	I	See Footnote <sup>(2)</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)		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					

1. Name and Address of Reporting Person* <u>TRT Holdings Inc</u>  (Last) (First) (Middle) 600 EAST LAS COLINAS BLVD SUITE 1900  (Street) IRVING TX 75039  (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>Rowling Robert B.</u>  (Last) (First) (Middle) 600 EAST LAS COLINAS BLVD SUITE 1900  (Street) IRVING TX 75039  (City) (State) (Zip)
---

**Explanation of Responses:**

- This amount represents the \$40.00 secondary public offering price per share of the common stock sold by TRT Holdings, Inc. less the underwriting discount of \$1.00 per share.
- Robert B. Rowling was the indirect beneficial owner of the 5,643,129 shares sold by TRT Holdings, Inc. due to his ownership of the Class B shares of TRT Holdings, Inc. and is the direct beneficial owner of 4,500 shares of common stock.

[/s/ Michael G. Smith, Senior Vice President Real Estate and General Counsel of TRT Holdings, Inc.](#) [08/16/2012](#)

[/s/ Michael G. Smith, as Attorney-in-Fact for Robert B. Rowling](#) [08/16/2012](#)

\*\* 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.**