

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* FIORAVANTI MARK			2. Issuer Name and Ticker or Trading Symbol GAYLORD ENTERTAINMENT CO/DE [GET]			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) SVP & Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/22/2012			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		
ONE GAYLORD DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NASHVILLE TN 37214								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/22/2012		M		2,750	A	\$0.00	43,473	D	
Common Stock	06/22/2012		F		732 ⁽¹⁾	D	\$37.74	44,205 ⁽²⁾	D	

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						Title
Restricted Stock Units	\$37.74	06/22/2012		M			2,750	06/22/2012	⁽³⁾	Comon Stock	2,750	\$0.00	2,750	D	

Explanation of Responses:

- Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to 2,750 shares of common stock issued upon vesting of previously awarded restricted stock units on June 22, 2012. Mr. Fioravanti has retained the remaining 2018 shares.
- Does not include the following shares of common stock issuable upon the ultimate vesting of time-based restricted stock unit awards: 5,000 (granted on 2/4/08); 2,750 (granted on 6/22/09); 17,500 (granted on 2/3/10) and 9,950 (granted on 2/3/10); and 9,000 (granted on 2/8/12). Does not include the following shares of common stock issuable upon the ultimate vesting of performance-based restricted stock unit awards: 5,000 (granted on 2/2/11); and 9,000 (granted on 2/8/12). The restricted stock unit awards are subject to the terms and conditions of the applicable agreement with respect to such awards and will ultimately only be issued as provided in such agreements.
- On June 22, 2009 Mr. Fioravanti was awarded 11,000 restricted stock units, which vest in four equal annual installments beginning on June 22, 2010. The 2,750 stock units reported herein were 100% converted to common stock on June 22, 2012 upon the vesting of the restricted stock unit award. Accordingly there is no expiration date associated with this security.

Remarks:

Carter R. Todd, Attorney-in-Fact for Mark Fioravanti 06/25/2012

** 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.