

GAYLORD ENTERTAINMENT CO /DE

Form 4

March 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TODD CARTER R

2. Issuer Name **and** Ticker or Trading
Symbol
GAYLORD ENTERTAINMENT
CO /DE [GET]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE GAYLORD DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Senior VP & Secretary

NASHVILLE, TN 37214

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership (Instr. 4)
Common Stock	02/25/2005		M	4,000 A	\$ 20.03	32,500	D
Common Stock	02/25/2005		S	4,000 D	\$ 42.45	28,500	D
Common Stock	02/25/2005		M	2,500 A	\$ 29.01	31,000	D
Common Stock	02/25/2005		S	2,500 D	\$ 42.45	28,500 ⁽¹⁾	D

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to buy)	\$ 20.03	02/25/2005		M	4,000	<u>(2)</u>	02/06/2013	Common Stock	4,000	
Stock Option (Right to buy)	\$ 29.01	02/25/2005		M	2,500	<u>(3)</u>	02/05/2014	Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TODD CARTER R ONE GAYLORD DRIVE NASHVILLE, TN 37214	Senior VP & Secretary

Signatures

/s/ Carter R.
Todd 03/01/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) This amount consists of 6,000 restricted stock and 22,500 restricted stock units.

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(2) This option vests in four equal installments beginning on February 6, 2004, 2005, 2006 and 2007.

(3) This option vests in four equal installments beginning on February 5, 2005, 2006, 2007 and 2008.

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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