

KLOEPPEL DAVID C  
 Form 4  
 February 05, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KLOEPPEL DAVID C**

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)  
**02/01/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec. VP & CFO**

**NASHVILLE, TN 37214**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| Common Stock                    | 02/01/2008                           |  | F                              | 22,311 (1) \$ 29.23   | 86,573  | D  |  |
| Common Stock                    | 02/04/2008                           |  | A                              | 75,000 (2) \$ 0   | 161,573   | D  |  |

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

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SEC 1474 (9-02)

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**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 Underlying Security (Instr. 3 and 4) |                           |                 |              |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|---------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable          | Expiration Date | Title        | Amount  |
| Stock Option (right to buy)                | \$ 38  | 02/04/2008                           |  | A                              |   | 115,000  |   | 02/04/2010 <sup>(3)</sup> | 02/04/2018      | Common Stock | 115,000 |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| KLOEPPPEL DAVID C<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 |               |           | Exec. VP & CFO |       |

## Signatures

Carter R. Todd, Attorney-in-Fact for David C. Kloepfel  
Date: 02/05/2008

\_\_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) Represents shares withheld to satisfy Mr. Kloepfel's tax withholding obligation with respect to the 70,000 shares of previously awarded restricted stock unit vesting on 2/1/08. Mr. Kloepfel retained the remaining 47,689 shares.
- (2) Represents shares of common stock issuable upon the vesting of restricted stock units, subject to performance based vesting on 2/4/2012.
- (3) Option vests in 1/3 increments with vesting starting on 2/4/2010, and continuing on 2/4/2011 and 2/4/2012.

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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