

CAPARELLA JOHN

Form 4

February 05, 2008

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAPARELLA JOHN

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)

6000 OSCEOLA PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive VP & COO

KISSIMMEE, FL 34746

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 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)
Common Stock	02/01/2008		F	(A) or (D) Amount 8,152 (1) D Price \$ 29.23	29,054	D	
Common Stock	02/01/2008		F	(A) or (D) Amount 1,402 (2) D Price \$ 29.23	27,652	D	
Common Stock	02/04/2008		A	(A) or (D) Amount 75,000 (3) A Price \$ 0	102,652	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 38	02/04/2008		A		115,000		02/04/2010 ⁽⁴⁾	02/04/2018	Common Stock	115,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAPARELLA JOHN
6000 OSCEOLA PARKWAY
KISSIMMEE, FL 34746

Executive VP & COO

Signatures

Carter R. Todd, Attorney-in-Fact for John
Caparella

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. Caparella's tax withholding obligation with respect to the 30,000 shares of previously awarded restricted stock unit vesting on 2/1/08. Mr. Caparella retained the remaining 21,848 shares.
- (2) Represents shares withheld to satisfy Mr. Caparella's tax withholding obligation with respect to the 5,000 shares of previously awarded restricted stock unit vesting on 2/1/08. Mr. Caparella retained the remaining 3,598 shares.
- (3) Represents shares of common stock issuable upon the vesting of restricted stock units, subject to performance based vesting on 2/4/2012.
- (4) Option vests in 1/3 increments with vesting starting on 2/4/2010, 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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