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GAYLORD ENTERTAINMENT CO /DE

Form 4

October 08, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

TRT Holdings Inc

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)

3. Date of Earliest Transaction

(Month/Day/Year) 10/06/2008

Director X__ 10% Owner Officer (give title _ Other (specify

600 EAST LAS COLINAS BLVD., SUITE 1900

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

below)

IRVING TX 75039

share

ik ving, 1	A 13039	Person							
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (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, Par Value \$.01 per share	10/06/2008		P	49,700	A	\$ 21.9424 (1) (3)	5,882,200	D (4)	
Common Stock, Par Value \$.01 per	10/07/2008		P	8,600	A	\$ 21.9557 (2) (3)	5,890,800	D (4)	

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

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	١
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title Numbe			
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Couc v	(A) (D)				Shares		

Deletionships

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
TRT Holdings Inc 600 EAST LAS COLINAS BLVD. SUITE 1900 IRVING, TX 75039		X					
Rowling Robert B. 600 EAST LAS COLINAS BLVD. SUITE 1900 IRVING, TX 75039		X					

Signatures

/s/ Terrell T Philen, Jr., Senior Vice President, Chief Financial Officer and Treasurer					
**Signature of Reporting Person	Date				
/s/ Terrell T Philen, Jr., as Attorney-in-Fact for Robert B. Rowling					
**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).

Reporting Owners 2

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- On October 6, 2008, TRT Holdings, Inc. ("TRT") purchased 49,700 shares of the common stock of Gaylord Entertainment Company (1) ("GEC") in 305 open market purchases, at prices ranging from \$21.72 to \$22.00 per share, and with a weighted-average per-share price of \$21.9424.
- On October 7, 2008, TRT purchased 8,600 shares of the common stock of GEC in 52 open market purchases, at prices ranging from \$21.84 to \$21.99 per share, and with a weighted-average per-share price of \$21.9557.
- (3) TRT agrees to provide, upon request by the Securities Exchange Commission, GEC, or a holder of the common stock of GEC, full information regarding the number of shares purchased at each separate price.
- (4) The reported securities are owned directly by TRT. Robert B. Rowling indirectly beneficially owns the reported securities due to his ownership of all of the Class B shares of Common Stock of TRT.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.