

Ryman Hospitality Properties, Inc.
Form 4
January 17, 2014

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 *
REED COLIN V

2. Issuer Name and Ticker or Trading Symbol
Ryman Hospitality Properties, Inc.
[RHP]

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)
01/15/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/15/2014 | | P | | 5,424 (1) \$ 43.45 (2) | D | |
| Common Stock | | | | | 793 (4) | I | By Trusts |
| Common Stock | | | | | 185,000 (5) | I | By Family LLC 1 |
| Common Stock | | | | | 40,000 (6) | I | By Family LLC 2 |

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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Restricted Stock Units | \$ 0 | | | | | (7) | (7) | Common Stock | 24,172 |
| Restricted Stock Units | \$ 0 | | | | | (9) | (9) | Common Stock | 54,792 |
| Restricted Stock Units | \$ 0 | | | | | (10) | (10) | Common Stock | 33,933 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| REED COLIN V ONE GAYLORD DRIVE NASHVILLE, TN 37214 | | X | | Chairman, President & CEO |

Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V. Reed
01/17/2014

__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) Stock was purchased by the trustee of the rabbi trust established with respect to Mr. Reed's Supplemental Executive Retirement Plan, or SERP, pursuant to previously established instructions with respect to the reinvestment of dividends paid on Company common stock.
- (2) Stock was purchased at a weighted average purchase price of \$43.48.
- Includes 477,149 shares credited to Mr. Reed's SERP account, each of which is the economic equivalent of one share of common stock and payable solely in shares of common stock following termination of employment. Does not include the following shares of common stock issuable upon the ultimate vesting of time-based restricted stock unit awards: 33,933 (granted on February 3, 2010); 54,792 (granted on February 8, 2012); and 24,172 (granted on February 14, 2013). Does not include the following shares of common stock issuable upon the satisfaction of criteria with respect to performance-based restricted stock unit awards: 28,436 (granted on February 2, 2011); 52,133 (granted on February 8, 2012); and 23,000 (granted on February 14, 2013). The restricted stock 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.
- (3) Held as trustee for trusts established for the benefit of Mr. Reed's children.
- The securities are held by an LLC which the reporting person is President. The membership interests in the LLC are held by the reporting person and a family trust of which the reporting person's spouse is the trustee and the reporting person's spouse and sons are the beneficiaries.
- (4) The securities are held by an LLC of which the reporting person is President. The membership interests in the LLC are held by the reporting person and a family trust of which the reporting person's sons are the trustees and the reporting person and his sons are beneficiaries.
- (5) Restricted stock unit vests on a one-to-one share basis ratably in 1/4 increments for four years beginning on February 14, 2014.
- In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$0.50 dividend per share of outstanding common stock paid by the issuer on January 15, 2014, the reporting person received additional restricted stock units in an amount based on the amount of the dividend per share and the closing price of the issuer's common stock traded on the NYSE on December 27, 2013.
- (6) Restricted stock vests on a one-to-one share basis 50% on February 8, 2015 and 50% on February 8, 2016.
- (7) Restricted stock unit vests on a one-to-one share basis on February 3, 2014.

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.