Edgar Filing: Ryman Hospitality Properties, Inc. - Form 4

Ryman Hospitality Properties, Inc. Form 4 December 21, 2012

December 21	, 2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL				
UNITED STATES SECURITIES AND EACHANGE COMMISSION								OND	3235-0287			
	,		Was	hington,	D.C. 20	549			Number:	3235-0207		
Check this									Expires:	January 31,		
if no long	er STATE	EMENT O	F CHAN	GES IN	BENEFI	CIA	LOW	NERSHIP OF	•	2005		
Section 16								Estimated a				
Form 4 or									burden hou response			
Form 5		ursuant to	Section 16	(a) of th	- Securit	ies Fr	rchand	ge Act of 1934,	16300136	0.5		
obligation	Section 1						-	f 1935 or Sectio	n			
may conti	nue. Section 1			•	•	· ·			11			
See Instru	ction	30(n)) of the Inv	estment	Compan	y Aci	. 01 19	40				
1(b).												
(Print or Type R	esponses)											
		_ *										
1. Name and Address of Reporting Person [*] 2. Issue				Name and Ticker or Trading				-	Reporting Per	Reporting Person(s) to		
LEVINE EL	LEN R		Symbol					Issuer				
Ryman Hospitality Properties, Inc.						(Char	neck all applicable)					
	[RHP] (Check						k an applicable)					
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			X Director	10%	6 Owner		
			(Month/Da	Ionth/Day/Year)				Officer (give title Other (specify				
			12/21/20	•				below)	below)			
(Street)			4 TE A					(Individual on Lint/Commun Filing/Cl. 1				
				nendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year) Applicable Line)							no Domosting Doscon					
_X_Form filed by O								fore than One Reporting				
NEW YORK	, NY 10019							Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ties Ac	quired, Disposed o	f. or Beneficial	llv Owned		
1.Title of	2 Turner of a T	D-4- 24 D-			4. Securi					-		
Security	2. Transaction E		on Date, if	3. Transacti			AP.	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
Security (Month/Day/Year) Execution (Instr. 3) any			n Date, if TransactionAcquired (A) or Code Disposed of (D)							Beneficial		
(1150.5)	/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)					Owned	Indirect (I)	Ownership				
Following						(Instr. 4) (Instr. 4)						
						()		Reported				
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common				coue v	1,354	(D)						
	12/21/2012			J		А	\$0	11,635	D			
Stock	12/21/2012			3	(1)	Α	ψυ	11,000	D			

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.

 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. Transactic Code (Instr. 8)	5. orNumber of Derivativ 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. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 29.28					(2)	11/11/2014	Common Stock	12,196	
Stock Option (Right to Buy)	\$ 34.19					(2)	05/05/2015	Common Stock	6,098	
Stock Option (Right to Buy)	\$ 37.31					(2)	05/04/2016	Common Stock	6,098	
Restricted Stock Units	\$ 0					<u>(4)</u>	(4)	Common Stock	3,405	

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LEVINE ELLEN R 250 WEST 55TH STREET NEW YORK, NY 10019	Х							
Signatures								
Carter R. Todd, Attorney-in-Fa	12	12/21/2012						
<u>**</u> Signature of Reporting F	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)

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On December 21, 2012, the Issuer paid a special dividend to stockholders of record on November 13, 2012. As a result of the special dividend, the reporting person received 1354 shares of common stock on December 21, 2012.

(2) Each of these stock options grants vested 100% on the first anniversary date of the grant.

In connection with the special dividend paid on December 21, 2012, the previously reported stock options were adjusted pursuant to

- (3) anti-dilution provisions contained in the Issuer's equity incentive plans, and the amounts reported reflect such adjustments. The adjustments were based on the ratio between the unadjusted closing trading price on the NYSE of a share of the Issuer's common stock on the date prior to the ex-dividend date, and the opening price on the NYSE on the ex-dividend date
- (4) Restricted stock unit vests 100% on the first anniversary date of the restricted stock unit award.

In connection with the special dividend paid on December 21, 2012, the previously reported restricted stock units were adjusted pursuant to anti-dilution provisions that applied to restricted stock units pursuant to the Issuer's equity incentive plans. For each share underlying

(5) the restricted stock units, the reporting person received additional restricted stock units equal to 0.1848316 of a share, subject to the same vesting and other restrictions as the original award. The amount listed in this column reflects the total number of shares issuable upon vesting of the award following such adjustment.

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.