

REED COLIN V
Form 4
January 02, 2013

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)
12/28/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/28/2012		G	V 5,000 D \$ 0	867,039	D	
Common Stock	12/31/2012		M	53,910 (1) A \$ 0	920,949 (2)	D	
Common Stock	12/31/2012		F	19,651 A \$ 0	901,298 (2)	D	
Common Stock					712 (3)	I	By Trust
Common Stock	12/31/2012		G	185,000 D \$ 0	716,298 (2)	D	

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Common Stock	12/31/2012	G	185,000	A	\$ 0	185,000 ⁽⁴⁾	I	By Family LLC 1
Common Stock	12/31/2012	G	40,000	D	\$ 0	676,298 ⁽²⁾	D	
Common Stock	12/31/2012	G	40,000	A	\$ 0	40,000	I	By Spouse
Common Stock	12/31/2012	G	40,000	D	\$ 0	636,298 ⁽²⁾	D	
Common Stock	12/31/2012	G	40,000	A	\$ 0	40,000 ⁽⁵⁾	I	By Family LLC 2
Common Stock	12/31/2012	G	<u>40,000</u> ⁽⁶⁾	A	\$ 0	80,000 ⁽⁵⁾	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/31/2012		M	53,910	02/04/2008	12/31/2012	Common Stock	53,910

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

Carter R. Todd, Attorney-in-Fact for Colin V.
Reed

01/02/2013

__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) On December 31, 2012, a total of 53,910 shares of the Company's common stock were awarded to Mr. Reed upon the vesting of a time-based restricted stock unit award previously granted to Mr. Reed on February 4, 2008 (the terms of which were amended on September 3, 2010). A total of 19,651 shares were withheld to satisfy Mr. Reed's tax withholding obligations with respect to the award, and Mr. Reed retained the remaining 34,259 shares.

(2) Includes 456,446 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: 32,287 (granted on February 3, 2010); and 52,133 (granted on February 8, 2012). 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); and 52,133 (granted on February 8, 2012). 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 Samuel A. Reed Trust UA December 27, 2001.

(3) 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 spouse is the trustee and the reporting person's spouse and sons are beneficiaries.

(5) 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.

(6) The reporting person's spouse transferred 40,000 shares of the Company's common stock to an LLC of which the reporting person is President.

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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