Ryman Hospitality Properties, Inc.

Form 4/A June 13, 2013

Common

Common

Common

Common

Stock

Stock

Stock

Stock

06/10/2013

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading REED COLIN V Issuer Symbol Ryman Hospitality Properties, Inc. (Check all applicable) [RHP] 3. Date of Earliest Transaction (Last) (First) (Middle) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) ONE GAYLORD DRIVE 06/13/2013 Chairman, President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 06/10/2013 Form filed by More than One Reporting NASHVILLE, TN 37214 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price \$

P

20,000

Α

34.2712

(1)

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LLC	2	(5

1

**Bv** Trust

(3)

By

By

Family

LLC 1 (4)

D

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Ι

656,298 (2)

712

185,000

80,000

**OMB APPROVAL** 

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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.

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

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNum	nber	Expiration D	ate	Amou	unt of	Derivative
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) Deri	vative			Secur	rities	(Instr. 5)
	Derivative				Secu	ırities			(Instr	. 3 and 4)	
	Security				Acqı	uired					
	·				(A) (	or					
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										Amount	
							Date	Expiration		or	
							Exercisable	•	Title	Number	
							LACICISAUIC	Date		of	
				Code	V (A)	(D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reput ting Owner Maine / Address	

Director 10% Owner Officer Other

REED COLIN V

ONE GAYLORD DRIVE X Chairman, President & CEO

NASHVILLE, TN 37214

## **Signatures**

Scott J. Lynn, Attorney-in-Fact for Colin V.
Reed
06/11/2013

\*\*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) Stock was purchased in an open market transactions in a range from \$34.17 to \$34.30, with a weighted average purchase price of \$34.2712. Original Form 4 dated 6/10/2013 indevertently reported this under transaction code A instead of transaction code P.
- (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: 32,639 (granted on February 3, 2010); and 52,702 (granted on February 8, 2012); and 23,251 (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

Reporting Owners 2

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**SEC 1474** 

(9-02)

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agreements.

- (3) Held as trustee for Samuel A. Reed Trust UA December 27, 2001.
  - The securities are held by an LLC of which the reporting person is President. The membership interests in the LLC are held by the
- (4) 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.
- 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 beneficiories.

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.