Ryman Hospitality Properties, Inc.

Form 4

Stock

Stock

Common

August 12, 2013

#### **OMB APPROVAL** FORM 4 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] \_X\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) ONE GAYLORD DRIVE 08/09/2013 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 Form filed by More than One Reporting NASHVILLE, TN 37214 Person (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 \$ Common 8,597 06/10/2013 P 34.7816 664,895 (3) D A (1) Stock (2) Common **Bv** Trust 712 I (4) Stock By Common Family 185,000 I

LLC 1 (5)

By

80,000

Ι

Family

LLC 2 (6)

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	sable Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting 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
08/12/2013

\*\*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 by the trustee of the rabbi trust established with respect to Mr. Reed's Supplemental Executive Retirement Plan, or SERP.
- (2) Stock was purchased in a range from \$34.43 to \$35.08, with a weighted average purchase price of \$34.7816.
- (3) Includes 465,043 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: 33,057(granted on February 3, 2010); and 53,377 (granted on February 8, 2012); and 23,549 (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

Reporting Owners 2

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**SEC 1474** 

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terms and conditions of the applicable agreement with respect to such awards and will ultimately only be issued as provided in such agreements.

- (4) 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
- (5) 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 beneficiaries.

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.