

Ryman Hospitality Properties, Inc.  
 Form 4  
 March 10, 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 \*  
 Westbrook Bennett D

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)  
 03/07/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Investments, D&C

NASHVILLE, TN 37214  
 (City) (State) (Zip)

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

**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)
				(A) or (D) Code V Amount Price			
Common Stock	03/07/2014		M	A 2,350 (1) \$ 16.47	19,203	D	
Common Stock	03/07/2014		F	D 1,288 \$ 43.64	17,915	D	
Common Stock	03/07/2014		M	A 2,378 (2) \$ 28.13	20,293	D	
Common Stock	03/07/2014		F	D 1,764 \$ 43.64	18,529	D	

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 16.47	03/07/2014		M	2,350	02/03/2011 02/03/2020	Common Stock	2,350
Stock Option (Right-to-Buy)	\$ 28.13	03/07/2014		M	2,378	02/02/2012 02/02/2021	Common Stock	2,378

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Westbrook Bennett D ONE GAYLORD DRIVE NASHVILLE, TN 37214			SVP, Investments, D&C	

## Signatures

Scott J. Lynn, Attorney-in-Fact for Bennett D.  
Westbrook

03/10/2014

\_\_\_\_\_  
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) The reporting person exercised options to purchase 2,350 shares of common stock at an exercise price of \$16.47 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 1,288 shares. The reporting person retained the remaining 1,062 shares.

(2) The reporting person exercised options to purchase 2,378 shares of common stock at an exercise price of \$28.13 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 1,764 shares. The reporting person retained the remaining 614 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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

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