Ryman Hospitality Properties, Inc.

Form 4

October 15, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB 3235-0287 Number: January 31, Expires:

OMB APPROVAL

2005 Estimated average burden hours per

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

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 * Lynn Scott J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

Ryman Hospitality Properties, Inc.

(Check all applicable)

[RHP]

(Last) (First) 3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year)

10/15/2014

below) SVP, Secretary and GC

6. Individual or Joint/Group Filing(Check

ONE GAYLORD DRIVE

(Middle)

4. If Amendment, Date Original

(Instr. 8)

Director

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

NASHVILLE, TN 37214

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Reported (A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivativ Security

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(Instr. 5)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3			
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0				<u>(1)</u>	<u>(1)</u>	Common Stock	1,225
Restricted Stock Unit	\$ 0				(3)	(3)	Common Stock	2,062
Restricted Stock Unit	\$ 0				<u>(4)</u>	<u>(4)</u>	Common Stock	837
Restricted Stock Unit	\$ 0				(5)	(5)	Common Stock	3,887

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Lynn Scott J

ONE GAYLORD DRIVE SVP, Secretary and GC

NASHVILLE, TN 37214

Signatures

Scott J. Lynn 10/15/2014

**Signature of Person Date

Reporting Person

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) Restricted stock unit vests ratably on a one-to-one share basis in 1/4 increments for four years beginning on February 14, 2014.
- In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$0.55 dividend per share of outstanding common stock paid by the issuer on October 15, 2014, the reporting person received additional restricted stock units in an amount based on the amount of the dividend per share and the closing price of the issuer's common stock traded on the NYSE on October 2, 2014.
- (3) Restricted stock unit vests on a one-to-one share basis 50% on February 8, 2015 and 50% on February 8, 2016.
- (4) Restricted stock unit vest on a one-to-one share basis on February 2, 2015.
- (5) Restricted stock unit vests ratably on a one-to-one share basis in 1/4 increments for four years beginning on February 26, 2015.

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

Reporting Owners 2

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