

CONNOR RODERICK F JR
Form 4
February 27, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
CONNOR RODERICK F JR

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)
02/25/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CAO

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	02/25/2013		S		5,178	D	\$ 43.94
Common Stock	02/25/2013		M		8,436	A	\$ 32.98
Common Stock	02/25/2013		S		8,436	D	\$ 43.952 (1)
Common Stock	02/25/2013		M		8,436	A	\$ 25.44
Common Stock	02/25/2013		S		8,436	D	\$ 43.953

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(1)

Common Stock	02/25/2013	M	6,636	A	\$ 8.45	6,636	D	
Common Stock	02/25/2013	S	6,636	D	\$ 43.951	0	D	
Common Stock	02/25/2013	M	3,049	A	\$ 16.47	3,049	D	
Common Stock	02/25/2013	S	3,049	D	\$ 43.94	0	D	
Common Stock						1,453	I	401(k)

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

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SEC 1474
(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.98	02/25/2013		M	8,436	(3) 02/09/2015	Common Stock	8,436
Stock Option (Right to Buy)	\$ 25.44	02/25/2013		M	8,436	(4) 02/04/2018	Common Stock	8,436
Stock Option (Right to Buy)	\$ 8.45	02/25/2013		M	6,636	(5) 02/04/2019	Common Stock	6,636

Stock Option (Right to Buy)	\$ 16.47	02/25/2013	M	3,049	<u>(6)</u>	02/03/2020	Common Stock	3,049
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNOR RODERICK F JR ONE GAYLORD DRIVE NASHVILLE, TN 37214			SVP & CAO	

Signatures

Carter R. Todd, Attorney-in-Fact for Roderick Connor Jr.	02/27/2013
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 **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 sold in a range from \$43.94 to \$43.97.
- (2) Stock was sold in a range from \$43.94 to \$43.96.
- (3) Stock option vests ratably over four years beginning on February 9, 2006.
- (4) Stock option vests ratably over four years beginning on February 4, 2009.
- (5) Stock option vests ratably over four years beginning on February 4, 2010.
- (6) Stock option vests ratably over four years beginning on February 3, 2011.

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.