

Ryman Hospitality Properties, Inc.  
 Form 4  
 December 03, 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 \*  
 Lynn Scott J

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)  
 12/03/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Secretary and GC

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount or Price   |  |                                   |
| Common Stock                    | 12/03/2014                           |  |                                | M   | 1,037<br>(1)  | A  | \$ 32.98 3,910 D                  |
| Common Stock                    | 12/03/2014                           |  |                                | F   | 766   | D  | \$ 51.59 3,144 D                  |
| Common Stock                    | 12/03/2014                           |  |                                | M   | 2,073<br>(2)  | A  | \$ 36.33 5,217 D                  |
| Common Stock                    | 12/03/2014                           |  |                                | F   | 1,628   | D  | \$ 51.59 3,589 D                  |
| Common Stock                    | 12/03/2014                           |  |                                | M   | 2,073<br>(3)  | A  | \$ 46.03 5,662 D                  |

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Common Stock 12/03/2014 F 1,911 D \$ 51.59 3,751 D  
 Common Stock 1,811 I by 401(k)

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 (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)                | \$ 32.98   | 12/03/2014                           |  | M                              | 1,037   | 02/09/2006 02/09/2015                                    | Common Stock  | 1,037                         |
| Stock Option (Right-to-Buy)                | \$ 36.33   | 12/03/2014                           |  | M                              | 2,073   | 02/08/2007 02/08/2016                                    | Common Stock  | 2,073                         |
| Stock Option (Right-to-Buy)                | \$ 46.03   | 12/03/2014                           |  | M                              | 2,073   | 02/07/2008 02/07/2017                                    | Common Stock  | 2,073                         |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Lynn Scott J<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 |               |           | SVP, Secretary and GC |       |

## Signatures

Scott J. Lynn 12/03/2014  
 \*\*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 1,037 shares of common stock at an exercise price of \$32.98 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 766 shares. The reporting person retained the remaining 271 shares.

(2) The reporting person exercised options to purchase 2,073 shares of common stock at an exercise price of \$36.33 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 1,628 shares. The reporting person retained the remaining 445 shares.

(3) The reporting person exercised options to purchase 2,073 shares of common stock at an exercise price of \$46.03 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 1,911 shares. The reporting person retained the remaining 162 shares.

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

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