

Ryman Hospitality Properties, Inc.

Form 4

April 17, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
REED COLIN V

(Last) (First) (Middle)

ONE GAYLORD DRIVE

(Street)

NASHVILLE, TN 37214

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
Ryman Hospitality Properties, Inc.  
[RHP]3. Date of Earliest Transaction  
(Month/Day/Year)  
04/16/20154. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman & CEO6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/17/2015                              |                                                             | P                                    | (A)<br>or<br>(D)<br>A                                                   | 5,262<br>(1)<br>\$<br>58.9129                                                                                      | 897,102 (2)                                                             | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 185,000                                                                                                            | I                                                                       | By<br>Family<br>LLC                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 40,000                                                                                                             | I                                                                       | By<br>Family<br>LLC                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 793                                                                                                                | I                                                                       | By Trusts                                                         |

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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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                                     |  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------------------------------------------|-------------------------------------|--|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                               | Amount<br>or<br>Number<br>of Shares |  |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (3)                                                                 | (3)                | Common<br>Stock                                     | 12,798                              |  |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (5)                                                                 | (5)                | Common<br>Stock                                     | 29,005                              |  |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (6)                                                                 | (6)                | Common<br>Stock                                     | 18,859                              |  |
| Restricted<br>Stock<br>Units                        | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (7)                                                                 | (7)                | Common<br>Stock                                     | 18,180                              |  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                |       |
|----------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                          | Director      | 10% Owner | Officer        | Other |
| REED COLIN V<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 | X             |           | Chairman & CEO |       |

## Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V.  
Reed 04/17/2015

\_\_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, to reinvest dividends paid on Company common stock held in SERP pursuant to standing instructions.
- (2) Includes 499,029 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 cession of employment.
- (3) Restricted stock unit vests on a one-to-on share basis ratably 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 \$0.65 dividend per share of outstanding common stock paid by the issuer on April 16, 2015, 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 March 31, 2015.
- (4)
- (5) Restricted stock vests on a one-to-one share basis on February 8, 2016.
- (6) Restricted stock unit vests on a one-to-one share basis ratably in 1/4 increments beginning on February 26, 2015.
- (7) Restricted stock unit vests on a one-to-one share basis ratably in 1/4 increments for four years beginning on March 15, 2016.

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.