

Westbrook Bennett D
Form 4
March 15, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
03/15/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Chief Development Officer

NASHVILLE, TN 37214

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	03/15/2019		M		845	A \$ 0 15,311	D
Common Stock	03/15/2019		F		333 ⁽¹⁾	D \$ 0 14,978	D
Common Stock	03/15/2019		M		998	A \$ 0 15,976	D
Common Stock	03/15/2019		F		393 ⁽²⁾	D \$ 0 15,583	D
Common Stock	03/15/2019		M		5,648	A \$ 0 21,231	D

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Common Stock	03/15/2019	F	2,223 (3)	D	\$ 0	19,008	D
Common Stock	03/15/2019	M	810	A	\$ 0	19,818	D
Common Stock	03/15/2019	F	319 (4)	D	\$ 0	19,499	D
Common Stock	03/15/2019	M	748	A	\$ 0	20,247	D
Common Stock	03/15/2019	F	295 (5)	D	\$ 0	19,952	D

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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	03/15/2019		M	845	03/15/2019 03/15/2019	Common Stock 845
Restricted Stock Unit	\$ 0	03/15/2019		M	998	03/15/2019 03/15/2020	Common Stock 998
Restricted Stock Units	\$ 0	03/15/2019		M	5,648	03/15/2019 03/15/2019	Common Stock 5,648
Restricted Stock Units	\$ 0	03/15/2019		M	810	03/15/2019 03/15/2021	Common Stock 810
Restricted Stock Units	\$ 0	03/15/2019		M	748	03/15/2019 03/15/2022	Common Stock 748

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Westbrook Bennett D ONE GAYLORD DRIVE NASHVILLE, TN 37214			EVP, Chief Development Officer	

Signatures

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

03/15/2019

__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).

Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 845 shares of common stock issued
(1) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/19. Mr. Westbrook retained the remaining 512 shares.

Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 998 shares of common stock issued
(2) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/19. Mr. Westbrook retained the remaining 605 shares.

Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 5,648 shares of common stock
(3) issued upon the vesting of performance-based restricted stock units on 3/15/18. Mr. Westbrook retained the remaining 3,425 shares.

Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 810 shares of common stock issued
(4) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/19. Mr. Westbrook retained the remaining 491 shares.

Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 748 shares of common stock issued
(5) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/19. Mr. Westbrook retained the remaining 453 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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