

Lynn Scott J  
Form 3  
January 11, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Lynn Scott J                            |         | (Month/Day/Year)                     | Ryman Hospitality Properties, Inc. [RHP]                                   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         |                                      |  |  |
| ONE GAYLORD DRIVE                         |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| NASHVILLE,Â TNÂ 37214                     |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other |  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | SVP, Secretary and GC  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,678   | I  | By 401(k) <sup>(1)</sup>                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

Edgar Filing: Lynn Scott J - Form 3

|                             |       |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|-----------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Unit       | Â (2) | Â (2)      | Common Stock | 178    | \$ 0     | D                 | Â |
| Restricted Stock Unit       | Â (3) | Â (3)      | Common Stock | 1,540  | \$ 0     | D                 | Â |
| Restricted Stock Unit       | Â (4) | Â (4)      | Common Stock | 1,896  | \$ 0     | D                 | Â |
| Stock Option (Right to Buy) | Â (5) | 02/09/2015 | Common Stock | 1,037  | \$ 32.98 | D                 | Â |
| Stock Option (Right to Buy) | Â (6) | 02/08/2016 | Common Stock | 2,073  | \$ 36.33 | D                 | Â |
| Stock Option (Right to Buy) | Â (7) | 02/07/2017 | Common Stock | 2,073  | \$ 46.03 | D                 | Â |
| Stock Option (Right to Buy) | Â (8) | 02/04/2019 | Common Stock | 915    | \$ 8.45  | D                 | Â |
| Stock Option (Right to Buy) | Â (9) | 02/03/2020 | Common Stock | 2,012  | \$ 16.47 | D                 | Â |

## Reporting Owners

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

## Signatures

Scott J. Lynn 01/11/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

Reflects the reporting person's interest in equivalent shares held by the unitized stock fund in the company's 401(k) savings plan. The unitized stock fund consists of company common stock (approximately 98%-99% of the fund value) and cash or cash equivalents (approximately 1%-2% of the fund value). The number of shares attributed to the reporting person as a 401(k) plan participant and

- (1) expressed as equivalent shares has been calculated based on the closing price of company common stock as of December 31, 2012 and may change from time to time without the volition of the reporting person depending on the fair market value of the company's common stock and the amount of cash in the fund. Does not include shares issuable upon the vesting of time-based restricted stock units listed in Table II of this Form 3.
- (2) Restricted Stock Unit vests ratably over four years on a one-to-one basis beginning on February 3, 2011.
- (3) Restricted stock unit vests 50% on a one-to-one basis on February 2, 2014 and 50% on February 2, 2015.
- (4) Restricted stock unit vests 50% on a one-to-one basis on February 8, 2015 and 50% on February 8, 2016.

## Edgar Filing: Lynn Scott J - Form 3

- (5) Stock option vests ratably over four years beginning on February 9, 2006.
- (6) Stock option vests ratably over four years beginning on February 8, 2007.
- (7) Stock option vests ratably over four years beginning on February 7, 2008.
- (8) Stock option vests ratably over four years beginning on February 4, 2010.
- (9) 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.