

Westbrook Bennett D
Form 4
March 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)
03/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Investments, D&C

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2013		M	2,347 A \$ 16.47	6,704	D	
Common Stock	03/01/2013		S	2,347 D \$ 44.293	4,357	D	
Common Stock	03/01/2013		M	2,749 A \$ 28.13	7,106	D	
Common Stock	03/01/2013		S	2,749 D \$ 44.245	4,357	D	
Common Stock	03/01/2013		M	2,007 A \$ 28.13	6,364 ⁽¹⁾	D	

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On March 1, 2013, Mr. Westbrook exercised options to purchase a total of 7,103 shares of the Company's common stock. Mr. Westbrook paid the exercise price for such option and the applicable tax to be withheld by surrendering 7,103 of such shares. Mr. Westbrook retained the remaining 2,007 shares. The amount listed does not include restricted stock units held by Mr. Westbrook.

- (2) Stock option vests ratably for four years beginning on February 3, 2011.
- (3) Stock option vests ratably for four years beginning on February 2, 2012.

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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