

Ryman Hospitality Properties, Inc.  
 Form 4  
 May 13, 2013

**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 \*  
**ROSE MICHAEL 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)

3. Date of Earliest Transaction  
 (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

1779 KIRBY PARKWAY #1, PMB #320

05/09/2013

(Street)

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

MEMPHIS, TN 38138

(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) |         |   |             |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------|---|-------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |         |   |             |
| Common Stock                    | 05/10/2013                           |                                                    | M                              | V                                                                 | 3,442                                                                                         | A                                                        | \$ 43.65                                              | 17,245  | D |             |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 104,148 | I | By GRAT     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 11,317  | I | By IRA      |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 2,048   | I | By Son      |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 2,048   | I | By Daughter |

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Common Stock 1,022 I By Daughter

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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Restricted Stock Unit                      | \$ 44.4                                                | 05/09/2013                           |                                                    | A                              | 1,689 (1)                                                                               | 05/09/2014 05/09/2014                                    | Common Stock 1,689                                            |
| Restricted Stock Unit                      | \$ 43.65                                               | 05/10/2013                           |                                                    | M                              | 3,442                                                                                   | 05/10/2013 (2)                                           | Common Stock 3,442                                            |

Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |         |       |
|--------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                          | Director      | 10% Owner | Officer | Other |
| ROSE MICHAEL D<br>1779 KIRBY PARKWAY #1<br>PMB #320<br>MEMPHIS, TN 38138 | X             |           |         |       |

Signatures

F. Mitchell Walker, Attorney-In-Fact for Michael D. Rose 05/13/2013

\*\*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 an annual grant of 1689 restricted stock units awarded to the director in connection with the director's service on the (1) Company's board. Upon lapse of the restrictions with respect to the restricted stock units, which unless deferred by the director will be May 9, 2014, one share of common stock will be issued for each restricted stock unit.

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- (2) These restricted stock units were converted to common stock on May 10, 2013 on a one to one basis upon the vesting of the restricted stock units.

### **Remarks:**

See attached footnotes page.

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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