

Ryman Hospitality Properties, Inc.
 Form 4
 July 24, 2014

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 *
REED COLIN V

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)
07/22/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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 | 07/22/2014 | | M | | 14,032 (1) A \$ 28.13 804,049 (2) | D | |
| Common Stock | 07/22/2014 | | S | | 14,032 (1) D \$ 49.8438 790,017 (2) | D | |
| Common Stock | 07/22/2014 | | M | | 10,968 (1) A \$ 16.47 800,985 (2) | D | |
| Common Stock | 07/22/2014 | | S | | 10,968 (1) D \$ 49.8438 790,017 (2) | D | |
| Common Stock | 07/23/2014 | | M | | 25,000 (1) A \$ 16.47 815,017 (2) | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|------------|-------------|---|---------------|
| Common Stock | 07/23/2014 | S | 25,000 (1) | D | \$ 49.6984 | 790,017 (2) | D | |
| Common Stock | | | | | | 185,000 | I | By Family LLC |
| Common Stock | | | | | | 40,000 | I | By Family LLC |
| Common Stock | | | | | | 793 | I | By Trusts |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to buy) | \$ 28.13 | 07/22/2014 | | M | 14,032 | 02/02/2014 02/02/2021 | Common Stock 14,032 |
| Stock Option (Right to Buy) | \$ 16.47 | 07/22/2014 | | M | 10,968 | 02/03/2013 02/03/2020 | Common Stock 10,968 |
| Stock Option (Right to Buy) | \$ 16.47 | 07/23/2014 | | M | 25,000 | 02/03/2013 02/03/2020 | Common Stock 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

REED COLIN V
ONE GAYLORD DRIVE X Chairman, President & CEO
NASHVILLE, TN 37214

Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V. 07/24/2014
Reed

**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) Transaction effected pursuant to a 10b5-1 trading plan dated June 5, 2014.
- (2) Includes 477,149 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 termination of employment.

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