

Ryman Hospitality Properties, Inc.

Form 4

April 15, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAYLORD EDWARD K II

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)
5709 N. SAGUARO ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2016

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

PARADISE VALLEY, AZ 85253

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

(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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	2,081	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	4,273	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	3,993	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	1,956	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	32,953	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	471	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	1,780	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	424	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	390	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	373	
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	322	
Restricted	\$ 0						<u>(1)</u>	<u>(1)</u>	Common	1,495	

Stock Units				Stock	
Restricted Stock Units	\$ 0	<u>(1)</u>	<u>(1)</u>	Common Stock	327
Restricted Stock Units	\$ 0	<u>(1)</u>	<u>(1)</u>	Common Stock	341
Restricted Stock Units	\$ 0	<u>(1)</u>	<u>(1)</u>	Common Stock	329
Restricted Stock Units	\$ 0	<u>(1)</u>	<u>(1)</u>	Common Stock	376

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAYLORD EDWARD K II 5709 N. SAGUARO ROAD PARADISE VALLEY, AZ 85253			X	

Signatures

Scott J. Lynn, Attorney-in-Fact for Edward K.
Gaylord II

04/15/2016

____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) Mr. Gaylord has deferred vesting of these restricted stock units until either a designated date or termination of his service as a director.

In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$0.75 dividend per share of outstanding common stock paid by the issuer on April 15, 2016, the reporting person received additional restricted stock units in an amount based on the amount of the dividend per share and the closing price of the issuer's common stock traded on the NYSE on March 31, 2016.

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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