

Ryman Hospitality Properties, Inc.

Form 4

March 15, 2017

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 *
Hutcheson Jennifer L

(Last) (First) (Middle)

ONE GAYLORD DRIVE

(Street)

NASHVILLE, TN 37214

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Ryman Hospitality Properties, Inc.
[RHP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & Corporate Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	03/15/2017		M	979 A \$ 0	12,439	D	
Common Stock	03/15/2017		F	411 ⁽¹⁾ D \$ 0	12,028	D	
Common Stock	03/15/2017		M	795 A \$ 0	12,823	D	
Common Stock	03/15/2017		F	334 ⁽²⁾ D \$ 0	12,489	D	

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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0	03/15/2017		M	979	03/15/2017 02/24/2019	Common Stock	979
Restricted Stock Units	\$ 0	03/15/2017		M	795	03/15/2017 02/24/2020	Common Stock	795

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hutcheson Jennifer L ONE GAYLORD DRIVE NASHVILLE, TN 37214	SVP & Corporate Controller

Signatures

Scott J. Lynn, Attorney-in-Fact for Jennifer L.
Hutcheson 03/15/2017

__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) Represents shares withheld to satisfy Mrs. Hutcheson's tax withholding obligation with respect to the 979 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on March 15, 2017. Mrs. Hutcheson retained the remaining 568 shares.

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- Represents shares withheld to satisfy Mrs. Hutcheson's tax withholding obligation with respect to the 795 shares of common stock issued
- (2) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on March 15, 2017. Mrs. Hutcheson retained the remaining 461 shares.

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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