

Chaffin Patrick S
Form 4
March 15, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chaffin Patrick S

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)
03/15/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Asset Management

NASHVILLE, TN 37214

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/15/2019		M	1,301 A \$ 0	10,876	D	
Common Stock	03/15/2019		F	512 ⁽¹⁾ D \$ 0	10,364	D	
Common Stock	03/15/2019		M	886 A \$ 0	11,250	D	
Common Stock	03/15/2019		F	349 ⁽²⁾ D \$ 0	10,901	D	
Common Stock	03/15/2019		M	5,051 A \$ 0	15,952	D	

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Common Stock	03/15/2019	F	1,988 (3)	D	\$ 0	13,964	D
Common Stock	03/15/2019	M	681	A	\$ 0	14,645	D
Common Stock	03/15/2019	F	268 (4)	D	\$ 0	14,377	D
Common Stock	03/15/2019	M	630	A	\$ 0	15,007	D
Common Stock	03/15/2019	F	248 (5)	D	\$ 0	14,759	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 (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
Restricted Stock Units	\$ 0	03/15/2019		M	1,301	03/15/2019 03/15/2019	Common Stock 1,301
Restricted Stock Unit	\$ 0	03/15/2019		M	886	03/15/2019 03/15/2020	Common Stock 886
Restricted Stock Units	\$ 0	03/15/2019		M	5,051	03/15/2019 03/15/2019	Common Stock 5,051
Restrictd Stock	\$ 0	03/15/2019		M	681	03/15/2019 03/15/2021	Common Stock 681
Restricted Stock	\$ 0	03/15/2019		M	630	03/15/2019 03/15/2022	Common Stock 630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chaffin Patrick S ONE GAYLORD DRIVE NASHVILLE, TN 37214			EVP, Asset Management	

Signatures

Scott J. Lynn, Attorney-in-Fact for Patrick S.
Chaffin

03/15/2019

__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 shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 1,301 shares of common stock issued
(1) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2019. Mr. Chaffin retained the remaining 789 shares.

Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 886 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 03/15/2019. Mr. Chaffin retained the remaining 537 shares.

Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 5,051 shares of common stock issued
(3) upon the vesting of performance-based restricted stock units on 3/15/19. Mr. Chaffin retained the remaining 3063 shares.

Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 681 shares of common stock issued
(4) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2018. Mr. Chaffin retained the remaining 413 shares.

Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 630 shares of common stock issued
(5) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2018. Mr. Chaffin retained the remaining 382 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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