

Ryman Hospitality Properties, Inc.  
 Form 4  
 February 04, 2014

**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 \*  
 Lynn Scott J

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)  
 02/02/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Secretary and GC

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/02/2014		M	V	808 \$ 41.36	A	1,367 D
Common Stock	02/02/2014		F		265 <sup>(1)</sup> \$ 41.36	D	1,102 D
Common Stock	02/03/2014		M		92 \$ 41.36	A	1,194 D
Common Stock	02/03/2014		F		31 <sup>(2)</sup> \$ 41.36	D	1,163 D
Common Stock							1,678 I by 401(k)

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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 Unit	\$ 0	02/02/2014		M	808	02/02/2014 02/02/2015	Common Stock	808
Restricted Stock Unit	\$ 0	02/03/2014		M	92	02/03/2014 02/03/2014	Common Stock	92

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lynn Scott J ONE GAYLORD DRIVE NASHVILLE, TN 37214			SVP, Secretary and GC	

## Signatures

Scott J. Lynn                      02/04/2014  
 \_\_Signature of                      Date  
 Reporting Person

## 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. Lynn's tax withholding obligation with respect to the 808 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 February 2, 2014. Mr. Lynn retained the remaining 543 shares.
- (1) Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 808 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 February 2, 2014. Mr. Lynn retained the remaining 543 shares.
- (2) Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 92 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 February 2, 2014. Mr. Lynn retained the remaining 543 shares.

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stock) on February 3, 2014. Mr. Lynn retained the remaining 61 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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