

Hutcheson Jennifer L  
 Form 4  
 March 19, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Hutcheson Jennifer L

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)  
 03/15/2018

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

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)		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)	Amount or Price			
Common Stock	03/15/2018		M		1,042 A \$ 0	9,435	D	
Common Stock	03/15/2018		F		411 <sup>(1)</sup> D \$ 0	9,024	D	
Common Stock	03/15/2018		M		852 A \$ 0	9,876	D	
Common Stock	03/15/2018		F		336 <sup>(2)</sup> D \$ 0	9,540	D	
Common Stock	03/15/2018		M		1,074 A \$ 0	10,614	D	

Edgar Filing: Hutcheson Jennifer L - Form 4

Common Stock 03/15/2018 F 423 <sup>(3)</sup> D \$ 0 10,191 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 (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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	\$ 0	03/15/2018		M	1,042	03/15/2018 03/15/2019		Common Stock	1,042
Restricted Stock Units	\$ 0	03/15/2018		M	852	03/15/2018 03/15/2020		Common Stock	852
Restricted Stock Units	\$ 0	03/15/2018		M	1,074	03/15/2018 03/15/2021		Common Stock	1,074

## 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 03/19/2018

\_\_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 Mrs. Hutcheson's tax withholding obligation with respect to the 1,042 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 3/15/18. Mrs. Hutcheson retained the remaining 631 shares.

(1) Represents shares withheld to satisfy Mrs. Hutcheson's tax withholding obligation with respect to the 852 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 3/15/18. Mrs. Hutcheson retained the remaining 516 shares.

(2) Represents shares withheld to satisfy Mrs. Hutcheson's tax withholding obligation with respect to the 1,074 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 3/15/18. Mrs. Hutcheson retained the remaining 651 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.