

Ryman Hospitality Properties, Inc.  
Form 4  
March 15, 2016

**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 \*  
REED COLIN V

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)  
03/14/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

NASHVILLE, TN 37214

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 or Price   |  |   |
| Common Stock                    | 03/14/2016                           |  | M                              |   | 71,351 A \$ 24.4  | 1,035,439 <sup>(1)</sup>                                 | D   |
| Common Stock                    | 03/14/2016                           |  | F                              |   | 44,751 <sup>(2)</sup> D \$ 50.12  | 990,688 <sup>(1)</sup>                                   | D   |
| Common Stock                    | 03/14/2016                           |  | M                              |   | 21,345 A \$ 28.13   | 1,012,033 <sup>(1)</sup>                                 | D   |
| Common Stock                    | 03/14/2016                           |  | F                              |   | 14,542 <sup>(3)</sup> D \$ 50.12  | 997,491 <sup>(1)</sup>                                   | D   |
| Common Stock                    |                                      |  |                                |   |   | 185,000  | I By Family LLC                                       |

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|              |        |   |               |
|--------------|--------|---|---------------|
| Common Stock | 40,000 | I | By Family LLC |
| Common Stock | 793    | I | By Trusts     |

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

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**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 Security (Instr. 3 and 4) |       |                     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|---------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title | Amount or Number of |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |       |                     |
| Stock Option (Right-to-Buy)                | \$ 24.4  | 03/14/2016                           |  | M                              | 71,351  | 02/08/2013 02/08/2022                                    | Common Stock  | 71    |                     |
| Stock Option (Right-to-Buy)                | \$ 28.13   | 03/14/2016                           |  | M                              | 21,345  | 02/02/2012 02/02/2021                                    | Common Stock  | 21    |                     |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| REED COLIN V<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 | X             |           | Chairman & CEO |       |

## Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V. Reed 03/15/2016

\_\_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)

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Includes 511,356 shares credited to Mr. Reed's SERP account, each of which is economic equivalent of one share of common stock and payable solely in shares of common stock following termination of employment.

- Mr. Reed exercised options to purchase 71,351 shares of common stock at an exercise price of \$24.40 per share. Mr. Reed paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 44,751 shares, and he retained the remaining 26,600 shares.
- (2) Mr. Reed exercised options to purchase 21,345 shares of common stock at an exercise price of \$28.13 per share. Mr. Reed paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 14,542 shares, and he retained the remaining 6,803 shares.
- (3)

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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