

REED COLIN V
Form 4
March 19, 2018

FORM 4

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

OMB APPROVAL

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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)
03/15/2018

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/15/2018		M		5,349	A	\$ 0
					649,876 ⁽¹⁾		D
Common Stock	03/15/2018		F		2,105 ⁽²⁾	D	\$ 0
					647,771 ⁽¹⁾		D
Common Stock	03/15/2018		M		25,589	A	\$ 0
					673,360 ⁽¹⁾		D
Common Stock	03/15/2018		F		10,070 ⁽³⁾	D	\$ 0
					663,290 ⁽¹⁾		D
Common Stock	03/15/2018		M		6,243	A	\$ 0
					669,533 ⁽¹⁾		D

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Common Stock	03/15/2018	F	<u>2,457</u> (4)	D	\$ 0	667,076 <u>(1)</u>	D	
Common Stock	03/15/2018	M	4,959	A	\$ 0	672,035 <u>(1)</u>	D	
Common Stock	03/15/2018	F	<u>1,952</u> (5)	D	\$ 0	670,083 <u>(1)</u>	D	
Common Stock						793	I	By Trusts
Common Stock						370,115	I	By Family LLC
Common Stock						185,000	I	By Family LLC
Common Stock						40,000	I	By Family LLC

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted	\$ 0	03/15/2018		M		5,349		03/15/2018	03/15/2019	Common Stock	5,349
Restricted Stock Unit	\$ 0	03/15/2018		M		25,589		03/15/2018	03/15/2020	Common Stock	25,589
Restricted Stock Units	\$ 0	03/15/2018		M		6,243		03/15/2018	03/15/2021	Common Stock	6,243
Restricted Stock Units	\$ 0	03/15/2018		M		4,959		03/15/2018	03/15/2018	Common Stock	4,959

Reporting Owners

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

Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V.
Reed

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).
- (1) Includes 573,303 shares credited to Mr. Reed's SERP account, each of which is the economic equivalent of one share of common stock and payable solely in shares of common stock following termination of employment.
Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 5,349 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. Mr. Reed retained the remaining 3,244 shares.
 - (2) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 25,589 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/18. Mr. Reed retained the remaining 15,519 shares.
 - (3) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 6,243 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. Mr. Reed retained the remaining 3,786 shares.
 - (4) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 4,959 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. Mr. Reed retained the remaining 3,007 shares.
 - (5) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 4,959 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. Mr. Reed retained the remaining 3,007 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.