

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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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
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	03/14/2016		M	71,351 A \$ 24.4	1,035,439 ⁽¹⁾	D	
Common Stock	03/14/2016		F	44,751 ₍₂₎ D \$ 50.12	990,688 ⁽¹⁾	D	
Common Stock	03/14/2016		M	21,345 A \$ 28.13	1,012,033 ⁽¹⁾	D	
Common Stock	03/14/2016		F	14,542 ₍₃₎ D \$ 50.12	997,491 ⁽¹⁾	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 24.4	03/14/2016		M	71,351	02/08/2013 02/08/2022	Common Stock
Stock Option (Right-to-Buy)	\$ 28.13	03/14/2016		M	21,345	02/02/2012 02/02/2021	Common Stock

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 03/15/2016

__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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