

Lynn Scott J
Form 4
March 19, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
03/15/2018

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

NASHVILLE, TN 37214

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/15/2018		M		1,264	A \$ 0	6,046 D
Common Stock	03/15/2018		F		498 ⁽¹⁾	D \$ 0	5,548 D
Common Stock	03/15/2018		M		2,591	A \$ 0	8,139 D
Common Stock	03/15/2018		F		1,020 ⁽²⁾	D \$ 0	7,119 D
Common Stock	03/15/2018		M		883	A \$ 0	8,002 D

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Common Stock	03/15/2018	F	348 ⁽³⁾	D	\$ 0	7,654	D	
Common Stock	03/15/2018	M	647	A	\$ 0	8,301	D	
Common Stock	03/15/2018	F	255 ⁽⁴⁾	D	\$ 0	8,046	D	
Common Stock						2,072	I	By 401(k)

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)	
								Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	03/15/2018		M	1,264	03/15/2018	03/15/2019	Common Stock 1,264
Restricted Stock Unit	\$ 0	03/15/2018		M	2,591	03/15/2018	03/15/2018	Common Stock 2,591
Restricted Stock Units	\$ 0	03/15/2018		M	883	03/15/2018	03/15/2020	Common Stock 883
Restricted Stock Units	\$ 0	03/15/2018		M	647	03/15/2018	03/15/2021	Common Stock 647

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Lynn Scott J
ONE GAYLORD DRIVE
NASHVILLE, TN 37214

SVP, Secretary and GC

Signatures

Scott J. Lynn

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 Mr. Lynn's tax withholding obligation with respect to the 1,264 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. Lynn's retained the remaining 766 shares.

(1) Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 2,591 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/18. Mr. Lynn retained the remaining 1,571 shares.

Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 883 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. Lynn's retained the remaining 535 shares.

(2) Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 647 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. Lynn's retained the remaining 392 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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