

Hutcheson Jennifer L
Form 4
October 15, 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 *
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)
10/15/2018

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP, Corporate Controller, CAO

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	(D)	Price

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

**Persons who respond to the collection of
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0						<u>(1)</u>	<u>(1)</u>	Common Stock	1,020
Restricted Stock Units	\$ 0						<u>(3)</u>	<u>(3)</u>	Common Stock	1,693
Restricted Stock Units	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock	3,043
Restricted Stock Units	\$ 0						<u>(5)</u>	<u>(5)</u>	Common Stock	3,092

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hutcheson Jennifer L ONE GAYLORD DRIVE NASHVILLE, TN 37214	SVP, Corporate Controller, CAO

Signatures

Scott J. Lynn, Attorney-in-Fact for Jennifer L.
Hutcheson

10/15/2018

____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) Restricted stock unit vests on a one-to-one share basis on March 15, 2019.

(2) In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$0.85 dividend per share of outstanding common stock paid by the issuer on October 15, 2018, the reporting person received additional restricted stock units in an amount based on the amount of the dividend per share and the closing price of the issuer's common stock traded on the NYSE on September 28, 2018.

(3) Restricted stock unit vests on a one-to-one share basis in 1/4 increments for four years beginning on March 15, 2017.

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(4) Restricted stock unit vests on a one-to-one share basis ratably in 1/4 increments for four years beginning on March 15, 2018.

(5) Restricted stock unit vests on a one-to-one share basis ratably in 1/4 increments for four years beginning on March 15, 2019.

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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