

Ryman Hospitality Properties, Inc.  
 Form 4  
 July 15, 2014

**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 \*  
 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/15/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP & Corporate Controller

ONE GAYLORD DRIVE

(Street)

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

NASHVILLE, TN 37214

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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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<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Instr. 5) |     |                     |                    |                 |  |
|------------------------------|------------------------------------|------------------|------------|---|------------|-----|---------------------|--------------------|-----------------|--|
|                              |                                    |                  | Code       | V   | (A)        | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |     | (1)                 | (1)                | Common<br>Stock | 1,373                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |     | (3)                 | (3)                | Common<br>Stock | 3,110                                  |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |     | (4)                 | (4)                | Common<br>Stock | 803                                    |
| Restricted<br>Stock<br>Units | \$ 0                               |                  |            |   |            |     | (5)                 | (5)                | Common<br>Stock | 3,844                                  |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Hutcheson Jennifer L<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 |               |           | SVP & Corporate Controller |       |

## Signatures

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

07/15/2014

\_\_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 ratably on a one-to-one share basis in 1/4 increments for four years beginning on February 14, 2014.

(2) In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$0.55 dividend per share of outstanding common stock paid by the issuer on July 15, 2014, 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 June 27, 2014.

(3) Restricted stock unit vests on a one-to-one share basis 50% on February 8, 2015 and 50% on February 8, 2016.

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- (4) Restricted stock unit vests on a one-to-one share basis on February 2, 2015.
- (5) Restricted stock unit vests on a one-to-one share basis in 1/4 increments for four years beginning on February 26, 2015.

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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