

Ryman Hospitality Properties, Inc.  
Form 4  
July 28, 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 \*  
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)  
07/24/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & 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 (A) or (D) Price		
Common Stock	07/24/2014		M		25,000 (1) A \$ 16.47 815,017 (2)	D	
Common Stock	07/24/2014		S		25,000 (1) D \$ 49.9219 790,017 (2)	D	
Common Stock	07/25/2014		M		25,000 (1) A \$ 16.47 815,017 (2)	D	
Common Stock	07/25/2014		S		25,000 (1) D \$ 48.71 790,017 (2)	D	
Common Stock	07/28/2014		M		23,193 (1) (3) A \$ 16.47 813,210 (2)	D	

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Common Stock	07/28/2014	S	23,193 <u>(1)</u> <u>(3)</u>	D	\$ 49.007	790,017 <sup>(2)</sup>	D	
Common Stock						185,000	I	By Family LLC
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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(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
Stock Option (Right to buy)	\$ 16.47	07/24/2014		M	25,000	02/03/2013 02/02/2020	Common Stock 25,000
Stock Option (Right to Buy)	\$ 16.47	07/25/2014		M	25,000	02/03/2013 02/03/2020	Common Stock 25,000
Stock Option (Right to Buy)	\$ 16.47	07/28/2014		M	23,193	02/03/2013 02/03/2020	Common Stock 23,193

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

REED COLIN V  
ONE GAYLORD DRIVE                    X                    Chairman, President & CEO  
NASHVILLE, TN 37214

## Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V.                    07/28/2014  
Reed

\_\_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) Transaction effected pursuant to a 10b5-1 trading plan dated June 5, 2014.
- (2) Includes 477,149 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.
- (3) Represents the final transaction effected pursuant to the 10b5-1 trading plan.

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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