Ryman Hospitality Properties, Inc.

Form 4

February 26, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

REED COLIN V

1. Name and Address of Reporting Person *

			Ryman Hospitality Properties, Inc. [RHP]				(Check all applicable)			
(Last) ONE GAYL	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2015			_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President & CEO				
				mendment, Date Original Ionth/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)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	of	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)
Common Stock	02/24/2015			M	78,200	A	\$0	414,946	D	
Common Stock	02/24/2015			F	21,388 (1)	D	\$0	393,558	D	
Common Stock								185,000	I	By Family LLC
Common Stock								40,000	I	By Family LLC
Common Stock								793	I	By Trusts

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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 (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 Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	\$ 0	02/24/2015		M		78,200	02/24/2015	02/24/2015	Common Stock
Restricted Stock Unit	\$ 0	02/24/2015		A	17,989		03/15/2016(2)	03/15/2019	Common Stock
Restricted Stock Unit	\$ 0	02/24/2015		A	17,059		03/15/2018(3)	03/15/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	Director 10% Owner Officer					
REED COLIN V							
ONE GAYLORD DRIVE	X		Chairman, President & CEO				
NASHVILLE, TN 37214							

Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V.
Reed
02/26/2015

**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. Reed's tax withholding obligation with respect to the 78,200 shares of common stock issued upon the vesting of performance-based restricted stock units on February 24, 2015. The units, originally awarded on February 8, 2012, vested at 150% of the target level of achievement of the designated Company financial goal, as determined by the compensation committee of the Board of Directors. Mr. Reed retained the remaining 56,812 shares.
- (2) Time-based resticted stock units vest ratably over four years beginning on March 15, 2016.

(3)

Reporting Owners 2

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Performance-based restricted stock units will vest on March 15, 2018 between 0% and 150% of the "target" performance level (the number of shares listed herein) based on the Company's achievement of total stockholder return relative to the median of two peer groups designated by the Company's compensation committee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.