

Ryman Hospitality Properties, Inc.
Form 4
July 24, 2014

FORM 4

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

OMB APPROVAL

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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)
07/22/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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 (A) or (D) Price		
Common Stock	07/22/2014		M		14,032 (1) A \$ 28.13 804,049 (2)	D	
Common Stock	07/22/2014		S		14,032 (1) D \$ 49.8438 790,017 (2)	D	
Common Stock	07/22/2014		M		10,968 (1) A \$ 16.47 800,985 (2)	D	
Common Stock	07/22/2014		S		10,968 (1) D \$ 49.8438 790,017 (2)	D	
Common Stock	07/23/2014		M		25,000 (1) A \$ 16.47 815,017 (2)	D	

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Common Stock	07/23/2014	S	25,000 <u>(1)</u>	D	\$ 49.6984	790,017 ⁽²⁾	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)	\$ 28.13	07/22/2014		M	14,032	02/02/2014 02/02/2021	Common Stock 14,032
Stock Option (Right to Buy)	\$ 16.47	07/22/2014		M	10,968	02/03/2013 02/03/2020	Common Stock 10,968
Stock Option (Right to Buy)	\$ 16.47	07/23/2014		M	25,000	02/03/2013 02/03/2020	Common Stock 25,000

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. 07/24/2014
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.

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