

Ryman Hospitality Properties, Inc.
Form 4
January 13, 2017

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 *
ROSE MICHAEL D

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)
1779 KIRBY PARKWAY #1, PMB #320

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

MEMPHIS, TN 38138

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 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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|--|------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (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 | 2,168 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 3,917 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,455 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,037 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 7,807 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 489 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,855 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 441 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 405 |
| Restricted Stock Unit | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 387 |
| Restricted Stock Units | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 334 |
| | \$ 0 | | | | | | <u>(1)</u> | <u>(1)</u> | | 1,558 |

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In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$0.75 dividend per share of outstanding common stock paid by the issuer on January 13, 2017, 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 December 30, 2016.

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.