

Westbrook Bennett D  
Form 4  
March 05, 2013

**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 \*  
Westbrook Bennett 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)  
ONE GAYLORD DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Investments, D&C

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 or Price		
Common Stock	03/01/2013		M		2,347 A \$ 16.47	6,704	D
Common Stock	03/01/2013		S		2,347 D \$ 44.293	4,357	D
Common Stock	03/01/2013		M		2,749 A \$ 28.13	7,106	D
Common Stock	03/01/2013		S		2,749 D \$ 44.245	4,357	D
Common Stock	03/01/2013		M		2,007 A \$ 28.13	6,364 <sup>(1)</sup>	D

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.47	03/01/2013		M	2,347	<sup>(2)</sup> 02/03/2020	Common Stock	2,347
Stock Option (Right to Buy)	\$ 28.13	03/01/2013		M	4,756	<sup>(3)</sup> 02/02/2021	Common Stock	4,756

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Westbrook Bennett D ONE GAYLORD DRIVE NASHVILLE, TN 37214			SVP, Investments, D&C	

**Signatures**

Scott J. Lynn, Attorney-in-Fact for Bennett D.  
Westbrook  
03/05/2013

\*\*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)

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On March 1, 2013, Mr. Westbrook exercised options to purchase a total of 7,103 shares of the Company's common stock. Mr. Westbrook paid the exercise price for such option and the applicable tax to be withheld by surrendering 7,103 of such shares. Mr. Westbrook retained the remaining 2,007 shares. The amount listed does not include restricted stock units held by Mr. Westbrook.

(2) Stock option vests ratably for four years beginning on February 3, 2011.

(3) Stock option vests ratably for four years beginning on February 2, 2012.

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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