

Ryman Hospitality Properties, Inc.
 Form 4
 October 15, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
GAYLORD EDWARD K II

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)
4950 EAST TOMAHAWK TRAIL
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2014

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

PARADISE VALLEY, AZ 85253
 (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 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 5) | | | | | | | | |
|------------------------------|------------------------------------|------------------|------------|---|------------|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 1,934 |
| Restricted Stock Units | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 3,968 |
| Restricted Stock Units | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 3,709 |
| Restricted Stock Units | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 1,818 |
| Restricted Stock Units | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 30,581 |
| Restricted Stock Units | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 440 |
| Restricted Stock Units | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 1,655 |
| Restricted Stock Units | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 396 |
| Restricted Stock | \$ 0 | | | | | | | | | (1) | (1) | Common Stock | 365 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GAYLORD EDWARD K II 4950 EAST TOMAHAWK TRAIL PARADISE VALLEY, AZ 85253 | X | | | |

Signatures

Scott J. Lynn, Attorney-in-Fact for Edward K.
Gaylord II

10/15/2014

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) Mr. Gaylord has deferred vesting of these restricted stock units until either a designated date or termination of his service as a director.
- In accordance with the terms of the reporting person's outstanding restricted stock unit awards, as a result of the \$0.55 dividend per share of outstanding common stock paid by the issuer on October 15, 2014, 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 October 2, 2014.
- (2)

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.