

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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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)  
01/13/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Development Officer

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 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 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<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Instr. 5) |     |                     |                    |                 |  |
|--------------------------|------------------------------------|------------------|------------|---|------------|-----|---------------------|--------------------|-----------------|--|
|                          |                                    |                  | Code       | V   | (A)        | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock Unit | \$ 0                               |                  |            |   |            |     | (1)                 | (1)                | Common<br>Stock | 916                                    |
| Restricted<br>Stock Unit | \$ 0                               |                  |            |   |            |     | (3)                 | (3)                | Comon<br>Stock  | 2,213                                  |
| Restricted<br>Stock Unit | \$ 0                               |                  |            |   |            |     | (4)                 | (4)                | Common<br>Stock | 2,399                                  |
| Restricted<br>Stock Unit | \$ 0                               |                  |            |   |            |     | (5)                 | (5)                | Common<br>Stock | 3,666                                  |
| Restricted<br>Stock Unit | \$ 0                               |                  |            |   |            |     | (6)                 | (6)                | Common<br>Stock | 2,084                                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Westbrook Bennett D<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 |               |           | EVP, Chief Development Officer |       |

## Signatures

Scott J. Lynn, Attorney-in-Fact for Bennett D.  
Westbrook

01/13/2017

\*\*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) Restricted stock unit vests on a one-to-one share basis on February 14, 2017.  
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.
- (2) Restricted stock unit vests on a one-to-one share 50% basis on February 26, 2017 and February 26, 2018.
- (3) Restricted stock unit vests on a one-to-one share basis in 1/4 increments for four years beginning on March 15, 2016.

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- (5) Restricted stock unit vests on a one-to-one share basis ratably in 1/4 increments for four years beginning on March 15, 2017.
- (6) Restricted stock unit vests on a one-to-one share basis, 50% on June 27, 2018 and 50% on June 27, 2019.

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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