

Ryman Hospitality Properties, Inc.
 Form 4
 February 16, 2016

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)
02/08/2016

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

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	02/08/2016		M		30,174 A \$ 46.6	939,603 ⁽¹⁾	D
Common Stock	02/08/2016		F		10,124 ⁽²⁾ D \$ 46.6	929,479 ⁽¹⁾	D
Common Stock	02/14/2016		M		6,656 A \$ 47.12	936,135 ⁽¹⁾	D
Common Stock	02/14/2016		F		2,234 ⁽³⁾ D \$ 47.12	933,901 ⁽¹⁾	D
Common Stock						793	I By Trusts

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Common Stock	185,000	I	By Family LLC
Common Stock	40,000	I	By Family LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted	\$ 0	02/08/2016		M	30,174	02/08/2016	02/08/2016	Common Stock	30,174
Restricted Stock Unit	\$ 0	02/14/2016		M	6,656	02/14/2016	02/14/2017	Common Stock	6,656

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED COLIN V ONE GAYLORD DRIVE NASHVILLE, TN 37214	X		Chairman & CEO	

Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V. Reed 02/16/2016

**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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Includes 511,356 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.

- Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 30,174 shares of common stock issued
- (2) upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on February 8, 2016. Mr. Reed retained the remaining 20,050 shares.

- Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 6,656 shares of common stock issued upon
- (3) the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on February 14, 2016. Mr. Reed retained the remaining 4,422 shares.

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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