

Ryman Hospitality Properties, Inc.

Form 5

January 31, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
REED COLIN V

(Last) (First) (Middle)

ONE GAYLORD DRIVE

(Street)

NASHVILLE, TN 37214

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Ryman Hospitality Properties, Inc.
[RHP]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20164. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/08/2016	Â	G	3,970	D \$ 0 1,027,129 (1)	D	Â
Common Stock	12/09/2016	Â	G	3,960	D \$ 0 1,023,169 (1)	D	Â
Common Stock	12/13/2016	Â	G	5,000	D \$ 0 1,018,169 (1)	D	Â
Common Stock	12/14/2016	Â	G	400,000	D (2) \$ 0 618,169 (1)	D	Â

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Common Stock	12/14/2016	Â	G	400,000	<u>A</u> (2)	\$ 0	400,000	I	By Family LLC 1
Common Stock	Â	Â	Â	Â	Â	Â	185,000	I	By Family LLC 2
Common Stock	Â	Â	Â	Â	Â	Â	40,000	I	By Family LLC 3
Common Stock	Â	Â	Â	Â	Â	Â	793	I	By Trusts

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

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SEC 2270
(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. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

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

Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V. Reed
01/31/2017

__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).

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- Includes 541,329 shares credited to Mr. Reed's SERP account, each of which is the economic equivalent of one share of common stock
- (1) and payable solely in shares of common stock upon termination of employment. The total number of shares reported contains a de minimis correction (an addition of 198 shares) to the balance reported on the reporting person's most recently filed Form 4.
 - (2) Represents a transfer of 400,000 shares of common stock to a family limited liability company controlled by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.