Merchant Fazal F Form 4 July 16, 2018

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person *

Merchant Fazal F

(Last)

(City)

(First) (Middle)

705 VIA DEL MONTE

(Street)

(State)

PALOS VERDES ESTATES, CA 90274 2. Issuer Name and Ticker or Trading

Symbol

Ryman Hospitality Properties, Inc. [RHP]

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

07/16/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Owned Following Reported (A)

Transaction(s) (Instr. 3 and 4)

Issuer

below)

Person

5. Amount of

Beneficially

Securities

_X__ Director

Applicable Line)

Officer (give title

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5.

6. Date Exercisable and (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date

7. Title and Amount of 8. Price of **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

Derivativ

Edgar Filing: Merchant Fazal F - Form 4

Security (Instr. 5)

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•	Year)	(Instr. 3 and	4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0				<u>(1)</u>	<u>(1)</u>	Common Stock	259
Restricted Stock Units	\$ 0				<u>(1)</u>	<u>(1)</u>	Common Stock	1,222
Restricted Stock Units	\$ 0				<u>(1)</u>	<u>(1)</u>	Common Stock	217

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Merchant Fazal F 705 VIA DEL MONTE PALOS VERDES ESTATES, CA 90274	X					

Signatures

Scott J. Lynn, Attorney-in-Fact for Fazal F. 07/16/2018 Merchant

**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. Merchant has deferred vesting of these restricted stock units until either a designated date or the 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 \$0.85 dividend per share of outstanding common stock paid by the issuer on July 16, 2018, 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 June 29, 2018.

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.

Reporting Owners 2