

Westbrook Bennett D
Form 4
March 15, 2019

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

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

ONE GAYLORD DRIVE

(Street)

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

NASHVILLE, TN 37214

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/15/2019		M		845 A \$ 0 15,311	D	
Common Stock	03/15/2019		F		333 ⁽¹⁾ D \$ 0 14,978	D	
Common Stock	03/15/2019		M		998 A \$ 0 15,976	D	
Common Stock	03/15/2019		F		393 ⁽²⁾ D \$ 0 15,583	D	
Common Stock	03/15/2019		M		5,648 A \$ 0 21,231	D	

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Common Stock	03/15/2019	F	2,223 (3)	D	\$ 0	19,008	D
Common Stock	03/15/2019	M	810	A	\$ 0	19,818	D
Common Stock	03/15/2019	F	319 (4)	D	\$ 0	19,499	D
Common Stock	03/15/2019	M	748	A	\$ 0	20,247	D
Common Stock	03/15/2019	F	295 (5)	D	\$ 0	19,952	D

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

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(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 (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 Stock Units	\$ 0	03/15/2019		M	845	03/15/2019	03/15/2019	Common Stock	845
Restricted Stock Unit	\$ 0	03/15/2019		M	998	03/15/2019	03/15/2020	Common Stock	998
Restricted Stock Units	\$ 0	03/15/2019		M	5,648	03/15/2019	03/15/2019	Common Stock	5,648
Restricted Stock Units	\$ 0	03/15/2019		M	810	03/15/2019	03/15/2021	Common Stock	810
Restricted Stock Units	\$ 0	03/15/2019		M	748	03/15/2019	03/15/2022	Common Stock	748

Reporting Owners

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

Signatures

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

03/15/2019

__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) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 845 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/19. Mr. Westbrook retained the remaining 512 shares.
- (2) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 998 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/19. Mr. Westbrook retained the remaining 605 shares.
- (3) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 5,648 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/18. Mr. Westbrook retained the remaining 3,425 shares.
- (4) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 810 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/19. Mr. Westbrook retained the remaining 491 shares.
- (5) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 748 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/19. Mr. Westbrook retained the remaining 453 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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