REED COLIN V Form 4 March 15, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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 Add REED COLIN	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Ryman Hospitality Properties, Inc. [RHP]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify		
ONE GAYLORD DRIVE			03/15/2019	below) below) Chairman & CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
NASHVILLE	E, TN 37214			Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owner		

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				rities Acquired Disposed of 5, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
_			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/15/2019		M	5,344	A	\$0	700,706 (1)	D	
Common Stock	03/15/2019		F	1,302 (2)	D	\$ 0	699,404 (1)	D	
Common Stock	03/15/2019		M	6,286	A	\$ 0	705,690 (1)	D	
Common Stock	03/15/2019		F	1,531 (3)	D	\$ 0	704,159 (1)	D	
Common Stock	03/15/2019		M	35,775	A	\$0	739,934	D	

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Common Stock	03/15/2019	F	8,712 (4)	D	\$ 0	731,222	D	
Common Stock	03/15/2019	M	5,233	A	\$0	736,455 (1)	D	
Common Stock	03/15/2019	F	1,275 (5)	D	\$0	735,180 (1)	D	
Common Stock	03/15/2019	M	4,686	A	\$0	739,866 (1)	D	
Common Stock	03/15/2019	F	1,142 (6)	D	\$0	738,724 (1)	D	
Common Stock						793	I	By Trusts
Common Stock						185,000	I	By Family LLC
Common Stock						40,000	I	By Family LLC
Common Stock						371,810	I	By Family LLC

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 (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)	orDeriv Secur Acqu or Di (D)	rities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted	\$ 0	03/15/2019		M		5,344	03/15/2019	03/15/2019	Common Stock	5,344
Restricted Stock Unit	\$ 0	03/15/2019		M		6,286	03/15/2019	03/15/2020	Common Stock	6,286
Restricted Stock	\$ 0	03/15/2019		M		35,775	03/15/2019	03/15/2019	Common Stock	35,775

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Restricted Stock Units	\$ 0	03/15/2019	M	5,233	03/15/2019	03/15/2021	Common Stock	5,233
Restricted Stock Units	\$ 0	03/15/2019	M	4,686	03/15/2019	03/15/2022	Common Stock	4,686

Reporting Owners

Reporting Owner Name / Address				
1 8	Director	10% Owner	Officer	Other
REED COLIN V ONE GAYLORD DRIVE NASHVILLE, TN 37214	X		Chairman & CEO	
0!				

Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V.

Reed

**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) Includes 598,562 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 5,344 shares of common stock issued upon (2) 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. Reed retained the remaining 4,042 shares.
- Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 6,286 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. Reed retained the remaining 4,755 shares.
- (4) Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 35,775 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/19. Mr. Reed retained the remaining 27,063 shares.
- Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 5,233 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. Reed retained the remaining 3,958 shares.
- Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 4,686 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. Reed retained the remaining 3,544 shares.

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.

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