

REED COLIN V  
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 \*  
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)  
03/15/2019

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

NASHVILLE, TN 37214

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

(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		5,344	A	\$ 0
					700,706 <sup>(1)</sup>	D	
Common Stock	03/15/2019		F		1,302 <sup>(2)</sup>	D	\$ 0
					699,404 <sup>(1)</sup>	D	
Common Stock	03/15/2019		M		6,286	A	\$ 0
					705,690 <sup>(1)</sup>	D	
Common Stock	03/15/2019		F		1,531 <sup>(3)</sup>	D	\$ 0
					704,159 <sup>(1)</sup>	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 <u>(4)</u>	D	\$ 0	731,222	D	
Common Stock	03/15/2019	M	5,233	A	\$ 0	736,455 <u>(1)</u>	D	
Common Stock	03/15/2019	F	1,275 <u>(5)</u>	D	\$ 0	735,180 <u>(1)</u>	D	
Common Stock	03/15/2019	M	4,686	A	\$ 0	739,866 <u>(1)</u>	D	
Common Stock	03/15/2019	F	1,142 <u>(6)</u>	D	\$ 0	738,724 <u>(1)</u>	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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 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	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

Units									
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	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  
 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) 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 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.