

Westbrook Bennett D
Form 4
March 19, 2018

FORM 4

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

OMB APPROVAL

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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)

ONE GAYLORD DRIVE

(Street)

NASHVILLE, TN 37214

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(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 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	03/15/2018		M	861 A \$ 0	16,257	D	
Common Stock	03/15/2018		F	339 ⁽¹⁾ D \$ 0	15,918	D	
Common Stock	03/15/2018		M	4,100 A \$ 0	20,018	D	
Common Stock	03/15/2018		F	1,614 ₍₂₎ D \$ 0	18,404	D	
Common Stock	03/15/2018		M	985 A \$ 0	19,389	D	

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Common Stock	03/15/2018	F	388 ⁽³⁾	D	\$ 0	19,001	D
Common Stock	03/15/2018	M	768	A	\$ 0	19,769	D
Common Stock	03/15/2018	F	303 ⁽⁴⁾	D	\$ 0	19,466	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 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	
Restricted Stock Units	\$ 0	03/15/2018		M	861	03/15/2018	03/15/2019	Common Stock	861
Restricted Stock Unit	\$ 0	03/15/2018		M	4,100	03/15/2018	03/15/2018	Common Stock	4,100
Common Stock	\$ 0	03/15/2018		M	985	03/15/2018	03/15/2020	Common Stock	985
Common Stock	\$ 0	03/15/2018		M	768	03/15/2018	03/15/2021	Common Stock	768

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

03/19/2018

__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 861 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 3/15/18. Mr. Westbrook retained the remaining 522 shares.
 - (2) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 4,100 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/18. Mr. Westbrook retained the remaining 2,486 shares.
 - (3) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 985 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 3/15/18. Mr. Westbrook retained the remaining 597 shares.
 - (4) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 768 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 3/15/18. Mr. Westbrook retained the remaining 465 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.