SEC Form 4

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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 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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			or Section So(ii) of the investment Company Act of 1940					
1. Name and Addre <u>Hutcheson Je</u>	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>Ryman Hospitality Properties, Inc.</u> [RHP]	(Check	ationship of Reporting Per k all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify		
(Last) ONE GAYLOR	(First) D DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2020		below) SVP, Corporate Cor	below)		
(Street) NASHVILLE (City)	TN (State)	37214 (Zip)	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table I - Non-Deri	vative Securities Acquired Disposed of or Bene	ficially	Owned			

erivative 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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)

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

	(cigi, puis, varians, 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. Transa Code (8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. 3 and 5)	tive ties ed sed 3, 4	6. Date Exerci Expiration Dat (Month/Day/Ye	e	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.00	02/20/2020		Α		1,750		03/15/2021 ⁽¹⁾	03/15/2024	Common Stock	1,750	\$0.00	1,750	D	
Restricted Stock Units	\$0.00	02/20/2020		A		1,750		03/15/2023 ⁽²⁾	03/15/2023	Common STock	1,750	\$0.00	1,750	D	

Explanation of Responses:

1. Time-based restricted stock units vest ratably over four years beginning on March 15, 2021.

2. Performance-based restricted stock units will vest on March 15, 2023 between 0% and 150% of the "target" performance level (the number of shares listed herein) based on the Company's achievement of total shareholder return to the median of two peer groups designated by the Company's compensation committee.

Remarks:

Scott J. Lynn, Attorney-in-Fact 02/21/2020

for Jennifer L. Hutcheson

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.