SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

| 1. Name and Address of Reporting Person*

 Lynn Scott J

 (Last) (First) (Middle)
 ONE GAYLORD DRIVE

 (Street)
 NASHVILLE TN 37214
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Ryman Hospitality Properties, Inc. [RHP]

 3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2017

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director   10% Owner
 X Officer (give title below)   Other (specify below)
 SVP, Secretary and GC

 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-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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2017		M		1,094	A	$0.00	8,452	D	
Common Stock	02/26/2017		F		496[1]	D	$0.00	7,956	D	
Common Stock	02/26/2017		M		5,625	A	$0.00	13,581	D	
Common Stock	02/26/2017		F		2,350[2]	D	$0.00	11,231	D	
Common Stock								1,998	I	by 401(k)

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 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 Units	$0.00	02/26/2017		M			1,094	02/26/2017	02/26/2018	Common Stock	1,094	$0.00	1,085	D	
Restricted Stock Unit	$0.00	02/26/2017		M			5,625	02/26/2017	02/26/2017	Common Stock	5,625	$0.00	0	D	

Explanation of Responses:

1. Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 1,094 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 February 26, 2017. Mr. Lynn's retained the remaining 598 shares.

2. Represents shares withheld to satisfy Mr. Lynn's tax withholding obligation with respect to the 434 shares of common stock issued upon the vesting of performance-based restricted stock units on February 26, 2017. Mr. Lynn retained the remaining 3,275 shares.

Remarks:

Scott J. Lynn   03/01/2017

** 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.