Restricted

Stock Units

\$0.00

03/15/2020

M

4,891

03/15/2020

03/15/2022

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vvasilington, D.C. 200

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

											mpany Act								
1. Name and Address of Reporting Person* REED COLIN V						2. Issuer Name and Ticker or Trading Symbol Ryman Hospitality Properties, Inc. [RHP]									elationship deck all applic				
(Last) (First) (Middle) ONE GAYLORD DRIVE							of Earl	iest Trans	action (M	onth	/Day/Year)	- ;	X Officer below)	(give title Chairma	Other (specify below)				
(Street) NASHV	ILLE T	N	37214		4.										e) <mark>X</mark> Form f	iled by One	e Repo	iling (Check Applicable Reporting Person than One Reporting	
(City)	(S	itate)	(Zip)												Persor	1			
		Tak	le I - Nor	n-Deri	ivativ	e Se	curi	ties Ac	quired,	Dis	sposed o	of, or	Bene	eficiall	y Owned				
1. Title of Security (Instr. 3)				Date	saction n/Day/Ye	ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		1 Disposed) or 4 and 5 Securities Beneficial Owned Fo Reported		Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								Code	v	Amount	(1	A) or D)	Price	Transact	ion(s)			(5 4)	
Common	Stock			03/1	15/202	.0			М		6,56	9	Α	\$0.00	755,	827(1)		D	
Common	Stock			03/1	15/202	0.			F		2,585	(2)	D	\$0.00	753,	242(1)		D	
Common	Stock			03/1	15/202	.0			M		5,35	4	Α	\$0.00	758,	596(1)		D	
Common	Stock			03/1	15/202	0			F		2,107	(3)	D	\$0.00	756,	489(1)		D	
Common	Stock			03/1	15/202	.0			M		28,21	.7	A	\$0.00	784	,706		D	
Common	Stock			03/1	15/202	.0			F		11,104(4)		D	\$0.00	773	3,602		D	
Common	Stock			03/1	15/202	.0			M		4,89	1	A	\$0.00	778,	493(1)		D	
Common Stock			03/1	03/15/2020				F		1,925	(5)	D	\$0.00	776,	568(1)		D		
Common Stock			03/1	03/15/2020				M		3,91	5	Α	\$0.00	780,	780,483(1)		D		
Common Stock		03/1	3/15/2020				F		1,541 ⁽⁶⁾ D		D	\$0.00	0 778,942 ⁽¹⁾			D			
Common Stock														7	93			By Trusts	
Common Stock														185	185,000		I .	By Family LLC	
Common Stock														40,000			I .	By Family LLC	
Common	Stock														371,810			I :	By Family LLC
			Table II -												Owned			<u>'</u>	
1. Title of Derivative Security (Instr. 3) 2.		d 4. Date, Transac Code (li		action	5. Number of		-	kerci n Da				Amount 6 ecurity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
							of (D) (Instr. 3, 4 and 5)									Transacti (Instr. 4)	on(s)		
					Code	v	(A)	(D)	Date Exercisal	ole	Expiration Date	Title	0 N 0	Amount or Jumber of Shares					
Restricted	\$0.00	03/15/2020			M			6,569	03/15/20	20	03/15/2020	Comn		6,569	\$0.00	0		D	
Restricted Stock Unit	\$0.00	03/15/2020			M			5,354	03/15/2020		03/15/2021	Comm	non	5,354	\$0.00	5,394		D	
Restricted Stock Units	\$0.00	03/15/2020			M			28,219	03/15/20	20	03/15/2020	Comm		28,219	\$0.00	0		D	

4,891

\$0.00

9,767

D

	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. Transa Code (8)		of Deri Seci Acq (A) (Disp of (E	wative writies wired or oosed O) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/\)	ate	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	03/15/2020		М			3,915	03/15/2020	03/15/2023	Common Stock	3,915	\$0.00	11,745	D	

Explanation of Responses:

- 1. Includes 626,390 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
- 2. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 6,569 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 3/15/20. Mr. Reed retained the remaining 3,984 shares.
- 3. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 5,354 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 3/15/20. Mr. Reed retained the remaining 3,247 shares.
- 4. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 28,217 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/20. Mr. Reed retained the remaining 17,113 shares.
- 5. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 4,891 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 3/15/20. Mr. Reed retained the remaining 2,966 shares.
- 6. Represents shares withheld to satisfy Mr. Reed's tax withholding obligation with respect to the 3,915 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 3/15/20. Mr. Reed retained the remaining 2,374 shares.

Remarks:

Scott J. Lynn, Attorney-in-Fact 03/17/2020 for Colin V. Reed

** 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.

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