SEC F	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 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 [*] Chaffin Patrick S			2. Issuer Name and Ticker or Trading Symbol <u>Ryman Hospitality Properties, Inc.</u> [RHP]		tionship of Reporting Perso all applicable) Director	10% Owner
(Last) (First) (Middle) ONE GAYLORD DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2017	X	Officer (give title below) SVP, Asset Manag	Other (specify below) gement
(Street) NASHVILLE	TN	37214	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	rting Person
(City)	(State)	(Zip)			FEISUI	

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)						5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/26/2017		М		1,094	A	\$0.00	14,297	D	
Common Stock	02/26/2017		F		496(1)	D	\$0.00	13,801	D	
Common Stock	02/26/2017		М		5,625	A	\$0.00	19,426	D	
Common Stock	02/26/2017		F		2,350 ⁽²⁾	D	\$0.00	17,076	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		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		М			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		М			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. Chaffin'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. Chaffin retained the remaining 598 shares.

2. Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 5,625 shares of common stock issued upon the vesting of performance-based restricted stock units on February 26, 2017. Mr. Chaffin retained the remaining 3,275 shares.

Remarks:

Scott J. Lynn, Attorney-in-Fact 02/28/2017

for Patrick S. Chaffin

** 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.