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 or Section 30(h) of the Investment Company Act of 1940

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			of Beedan Be(i) of the investment Company Act of 1940						
1	ress of Reporting Po	erson [*]	2. Issuer Name and Ticker or Trading Symbol <u>Ryman Hospitality Properties, Inc.</u> [RHP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
ROSE MICHAEL D			<u></u>	X	Director	10% Owner			
(Last) (First) (M 1779 KIRBY PARKWAY #1 PMB #320				-	Officer (give title	Other (specify			
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2012		below)	below)			
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ndividual or Joint/Group Filing (Check Applicable e)				
(Street)				X	Form filed by One Re	eporting Person			
MEMPHIS	TN	38138	_		Form filed by More th Person	nan One Reporting			
(City)	(State)	(Zip)							

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)	Code (4. Securities Acquired (A) or nsaction Disposed Of (D) (Instr. 3, 4 and 6e (Instr. 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/27/2012		М		10,000	A	\$16.43	84,692	D	
Common Stock	12/28/2012		М		23,983	A	\$16.43	108,675	D	
Common Stock								24,169	I	By GRAT
Common Stock								11,317	I	By IRA

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) o Disp of (E	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	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				
Stock Option (Right to Buy)	\$16.43	12/27/2012		М			10,000	(1)	02/06/2013	Comon Stock	10,000	\$0.00	23,983	D	
Stock Option (Right to Buy)	\$16.43	12/28/2012		М			23,983	(1)	02/06/2013	Common Stock	23,983	\$0.00	0	D	

Explanation of Responses:

1. Stock option grant vested ratably over four years beginning on the first anniversary date of the grant.

Remarks:

Carter R. Todd, Attorney-in-Fact for Michael D. Rose

12/31/2012

Date

** Signature of Reporting Person

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

 \ast 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.