$\square$ 

# 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

| Estimated average burden |  |     |
|--------------------------|--|-----|
| hours per response:      |  | 0.5 |

|                                | ss of Reporting Persor<br>EDWARD K II |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Ryman Hospitality Properties, Inc.</u> [ RHP ] |                        | tionship of Reporting Perso<br>all applicable)<br>Director                                       | n(s) to Issuer<br>10% Owner |
|--------------------------------|---------------------------------------|----------|---|------------------------|--|-----------------------------|
| (Last)<br>4950 EAST TO         | (First)<br>MAHAWK TRAIL               | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/15/2014  |                        | Officer (give title below)   | Other (specify below)       |
| (Street)<br>PARADISE<br>VALLEY | AZ                                    | 85253    | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | 6. Indiv<br>Line)<br>X | idual or Joint/Group Filing (<br>Form filed by One Report<br>Form filed by More than C<br>Person | ting Person                 |
| (City)                         | (State)                               | (Zip)    |   |                        |  |                             |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| ſ | 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | Execution Date, |      | ction<br>Instr. | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|---|---------------------------------|--|-----------------|------|-----------------|---|---------------|-------|---|---|---|
|   |                                 |  |                 | Code | v               | Amount  | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)  |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | ate                | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|-----|--|--------------------|--|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D) | Date<br>Exercisable                            | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock<br>Units                        | \$48.35   | 08/15/2014                                 |   | Α                            |   | 361 |     | 08/15/2014                                     | (1)                | Common<br>Stock  | 361                                    | \$0.00  | 361  | D  |  |

#### Explanation of Responses:

1. The reporting person has elected to receive cash compensation for service on the Company's Board of Directors and Committees in the form of restricted stock units, which are convertible on a one-to-one basis, into shares of common stock. The director has elected to defer receipt of this award until either (1) a specified date or (2) until termination of his service as a director.

#### Remarks:

### Scott J. Lynn, Attorney-in-Fact for Edward K. Gaylord II 08/15/2014

\*\* 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.