# 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
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1. Name and Addres Lynn Scott J	s of Reporting Persor	1*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Ryman Hospitality Properties</u> , Inc. [ RHP ]		ionship of Reporting Pers all applicable) Director	10% Owner
(Last) (First) (Middle) ONE GAYLORD DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/07/2014	X	Officer (give title below) SVP, Secretary a	Other (specify below) nd GC
(Street) NASHVILLE (City)	TN (State)	37214 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting 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)					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)		(
Common Stock	03/07/2014		М		915 <sup>(1)</sup>	A	\$8.45	2,342	D	
Common Stock	03/07/2014		F		379	D	\$43.64	1,963	D	
Common Stock	03/07/2014		М		2,012 <sup>(2)</sup>	A	\$16.47	3,975	D	
Common Stock	03/07/2014		F		1,102	D	\$43.64	2,873	D	
Common Stock								1,678	Ι	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. Transa Code ( 8)		of Deri Sec Acq (A) Disj of (I	5. Number of Derivative Securities Acquired A) or Disposed of (D) Instr. 3, 4 and 5)		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)	\$8.45	03/07/2014		М			915	02/04/2010	02/04/2019	Common Stock	915	\$0.00	0	D	
Stock Option (Right-to- Buy)	\$16.47	03/07/2014		М			2,012	02/03/2011	02/03/2020	Common Stock	2,012	\$0.00	0	D	

#### Explanation of Responses:

1. The reporting person exercised options to purchase 915 shares of common stock at an exercise price of \$8.45 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 379 shares. The reporting person retained the remaining 536 shares.

2. The reporting person exercised options to purchase 2,012 shares of common stock at an exercise price of \$16.47 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 1,102 shares. The reporting person retained the remaining 910 shares.

## **Remarks:**



\*\* Signature of Reporting Person

03/10/2014 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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