SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Lynn Scott J	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2013		3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Ryman Hospitality Properties, Inc.</u> [ RHP ]				
(Last) (First) (Middle) ONE GAYLORD DRIVE			4. Relationship of Reporting Perso (Check all applicable) Director	on(s) to Issue 10% Owne	(Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)	
			X Officer (give title below)	Other (spe below)		idividual or Joint licable Line)	/Group Filing (Check
(Street)			SVP, Secretary a	nd GC	2	Form filed by	y One Reporting Person
NASHVILLE TN 37214						Form filed by Reporting P	y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ( (Instr. 5)	ct (D) (Instr. 5)		
Common Stock			1,678	I	By 401(k) <sup>(1)</sup>		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Ins		4. Conversion or Exercise	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
				Amount	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
	Date Exercisable	Expiratio Date	n Title	or Number of Shares	occurity	(I) (INSTR. 5)	
Restricted Stock Unit				Number of	0.00	(i) (instr. 5)	
Restricted Stock Unit Restricted Stock Unit	Exercisable	Date	Title	Number of Shares			
	Exercisable (2)	<b>Date</b> (2)	Title Common Stock	Number of Shares 178	0.00	D	
Restricted Stock Unit	(2) (3)	(2) (3)	Title       Common Stock       Common Stock       Common Stock	Number of Shares1781,540	0.00	D D	
Restricted Stock Unit Restricted Stock Unit	Exercisable           (2)           (3)           (4)	Date           (2)           (3)           (4)	Title       Common Stock       Common Stock       Common Stock       Common Stock	Number of Shares           178           1,540           1,896	0.00 0.00 0.00	D D D	
Restricted Stock Unit Restricted Stock Unit Stock Option (Right to Buy)	Exercisable           (2)           (3)           (4)           (5)	Date (2) (3) (4) 02/09/2013	Title       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock	Number of Shares           178           1,540           1,896           1,037	0.00 0.00 0.00 32.98	D D D D D	
Restricted Stock Unit Restricted Stock Unit Stock Option (Right to Buy) Stock Option (Right to Buy)	Exercisable           (2)           (3)           (4)           (5)           (6)	Date (2) (3) (4) 02/09/2011 02/08/2010	Title       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock	Number of Shares           178           1,540           1,896           1,037           2,073	0.00 0.00 0.00 32.98 36.33	D D D D D D D	

## **Explanation of Responses:**

1. Reflects the reporting person's interest in equivalent shares held by the unitized stock fund in the company's 401(k) savings plan. The unitized stock fund consists of company common stock (approximately 98%-99% of the fund value) and cash or cash equivalents (approximately 1%-2% of the fund value). The number of shares attributed to the reporting person as a 401(k) plan participant and expressed as equivalent shares has been calculated based on the closing price of company common stock as of December 31, 2012 and may change from time to time without the volition of the reporting person depending on the fair market value of the company's common stock and the amount of cash in the fund. Does not include shares issuable upon the vesting of time-based restricted stock units listed in Table II of this Form 3

2. Restricted Stock Unit vests ratably over four years on a one-to-one basis beginning on February 3, 2011.

3. Restricted stock unit vests 50% on a one-to-one basis on February 2, 2014 and 50% on February 2, 2015.

4. Restricted stock unit vests 50% on a one-to-one basis on February 8, 2015 and 50% on February 8, 2016.

5. Stock option vests ratably over four years beginning on February 9, 2006.

6. Stock option vests ratably over four years beginning on February 8, 2007.

7. Stock option vests ratably over four years beginning on February 7, 2008.

8. Stock option vests ratably over four years beginning on February 4, 2010.

9. Stock option vests ratably over four years beginning on February 3, 2011.

**Remarks:** 

## Scott J. Lynn

\*\* Signature of Reporting Person

01/11/2013 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 5 (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.