

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <b>FIORAVANTI MARK</b>			2. Issuer Name and Ticker or Trading Symbol <b>Ryman Hospitality Properties, Inc. [ RHP ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP &amp; Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/26/2014</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<b>ONE GAYLORD DRIVE</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<b>NASHVILLE TN</b>	<b>37214</b>						
(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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	02/26/2014		M		5,332	A	\$42.17	85,701	D	
Common Stock	02/26/2014		F		1,459 <sup>(1)</sup>	D	\$42.17	84,242	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Restricted Stock Unit	\$0.00	02/26/2014		M		5,332		02/26/2014	02/26/2014	Common Stock	5,332	\$0.00	0	D	
Restricted Stock Unit	\$0.00	02/26/2014		A		10,000		02/26/2015 <sup>(2)</sup>	02/26/2018	Common Stock	10,000	\$0.00	10,000	D	
Restricted Stock Unit	\$0.00	02/26/2014		A		10,000		02/26/2017 <sup>(3)</sup>	02/26/2017	Common Stock	10,000	\$0.00	10,000	D	

**Explanation of Responses:**

- Represents shares withheld to satisfy Mr. Fioravanti's tax withholding obligation with respect to the 5,332 shares of common stock issued upon the vesting of performance-based restricted stock units on February 26, 2014. The units, originally awarded on February 2, 2011, vested at 90% of the target level of achievement of the designated Company financial goal, as determined by the compensation committee of the Board of Directors. Mr. Fioravanti retained the remaining 3,873 shares.
- Time-based restricted stock units vest ratably over four years beginning on February 26, 2015.
- Performance-based restricted stock units will vest between 0% and 150% of the "target" performance level (the number of shares listed herein) based on the Company's achievement of total stockholder return relative to the median of two peer groups designated by the Company's compensation committee.

**Remarks:**

Scott J. Lynn, Attorney-in-Fact 02/28/2014  
for Mark Fioravanti

\*\* 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.

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