

Ryman Hospitality Properties, Inc.

Form 4

February 04, 2014

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Westbrook Bennett D

2. Issuer Name **and** Ticker or Trading
Symbol
Ryman Hospitality Properties, Inc.
[RHP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE GAYLORD DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Investments, D&C

NASHVILLE, TN 37214

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership (Instr. 4)
Common Stock	02/03/2014		M	9,587 A	\$ 41.36	15,951	D
Common Stock	02/03/2014		F	2,721 (1) D	\$ 41.36	13,230	D
Common Stock	02/03/2014		M	1,430 A	\$ 41.36	14,660	D
Common Stock	02/03/2014		F	392 (2) D	\$ 41.36	14,268	D

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/03/2014		M	9,587	02/03/2014 02/03/2014	Common Stock 9,587
Restricted Stock Unit	\$ 0	02/03/2014		M	1,430	02/03/2014 02/03/2014	Common Stock 1,430

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Westbrook Bennett D ONE GAYLORD DRIVE NASHVILLE, TN 37214	SVP, Investments, D&C

Signatures

Scott J. Lynn, Attorney-in-Fact for Bennett D. Westbrook 02/04/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 9,587 shares of common stock
(1) issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on February 3, 2014. Mr. Westbrook retained the remaining 6,866 shares.

Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 1,430 shares of common stock
(2) issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on February 3, 2014. Mr. Westbrook retained the remaining 1,038 shares.

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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