

Ryman Hospitality Properties, Inc.
Form 4
March 10, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FIORAVANTI MARK

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

ONE GAYLORD DRIVE

(Street)

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

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

NASHVILLE, TN 37214

(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 or Price (A) or (D) | | | | | |
| Common Stock | 03/07/2014 | | M | | 18,295 (1) | A | \$ 25.53 | 102,537 | D | |
| Common Stock | 03/07/2014 | | F | | 12,780 | D | \$ 43.64 | 89,757 | D | |
| Common Stock | 03/07/2014 | | M | | 18,295 (2) | A | \$ 10.23 | 108,052 | D | |
| Common Stock | 03/07/2014 | | F | | 8,120 | D | \$ 43.64 | 99,932 | D | |
| Common Stock | 03/07/2014 | | M | | 16,831 (3) | A | \$ 16.47 | 116,763 | D | |

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| | | | | | | | |
|--------------|------------|---|---------------|---|----------|---------|---|
| Common Stock | 03/07/2014 | F | 9,219 | D | \$ 43.64 | 107,544 | D |
| Common Stock | 03/07/2014 | M | 14,178 (4) | A | \$ 28.13 | 121,722 | D |
| Common Stock | 03/07/2014 | F | 10,518 | D | \$ 43.64 | 111,204 | D |

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

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SEC 1474
(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 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (Right-to-Buy) | \$ 25.53 | 03/07/2014 | | M | 18,295 | 05/06/2005 05/06/2014 | Common Stock |
| Stock Option (Right to Buy) | \$ 10.23 | 03/07/2014 | | M | 18,295 | 06/22/2010 06/22/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 16.47 | 03/07/2014 | | M | 16,831 | 02/03/2011 02/03/2020 | Common Stock |
| Stock Option (Right to Buy) | \$ 28.13 | 03/07/2014 | | M | 14,178 | 02/02/2012 02/02/2021 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

FIORAVANTI MARK
ONE GAYLORD DRIVE
NASHVILLE, TN 37214

Director 10% Owner Officer Other

EVP & Chief Financial Officer

Signatures

Scott J. Lynn, Attorney-in-Fact for Mark
Fioravanti

03/10/2014

__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).

(1) The reporting person exercised options to purchase 18,295 shares of common stock at an exercise price of \$25.53 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 12,780 shares. The reporting person retained the remaining 5,515 shares.

(2) The reporting person exercised options to purchase 18,295 shares of common stock at an exercise price of \$10.23 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 8,120 shares. The reporting person retained the remaining 10,175 shares.

(3) The reporting person exercised options to purchase 16,831 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 9,219 shares. The reporting person retained the 7,612 remaining shares.

(4) The reporting person exercised options to purchase 14,178 shares of common stock at an exercise price of \$28.13 per share. The reporting person paid the option exercise price and the applicable taxes to be withheld by surrendering a total of 10,518 shares. The reporting person retained the 3,660 remaining 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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