

Westbrook Bennett D  
Form 4  
March 19, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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)  
03/15/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Development Officer

NASHVILLE, TN 37214  
(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 03/15/2018                           |  | M                              |   | 861 A \$ 0 16,257   | D  |                                   |
| Common Stock                    | 03/15/2018                           |  | F                              |   | 339 <sup>(1)</sup> D \$ 0 15,918  | D  |                                   |
| Common Stock                    | 03/15/2018                           |  | M                              |   | 4,100 A \$ 0 20,018   | D  |                                   |
| Common Stock                    | 03/15/2018                           |  | F                              |   | 1,614 <sub>(2)</sub> D \$ 0 18,404  | D  |                                   |
| Common Stock                    | 03/15/2018                           |  | M                              |   | 985 A \$ 0 19,389   | D  |                                   |

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|              |            |   |                    |   |      |        |   |
|--------------|------------|---|--------------------|---|------|--------|---|
| Common Stock | 03/15/2018 | F | 388 <sup>(3)</sup> | D | \$ 0 | 19,001 | D |
| Common Stock | 03/15/2018 | M | 768                | A | \$ 0 | 19,769 | D |
| Common Stock | 03/15/2018 | F | 303 <sup>(4)</sup> | D | \$ 0 | 19,466 | D |

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

**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 control number.**

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Restricted Stock Units                     | \$ 0   | 03/15/2018                           |  | M                              | 861   | 03/15/2018   | 03/15/2019  | Common Stock               | 861   |
| Restricted Stock Unit                      | \$ 0   | 03/15/2018                           |  | M                              | 4,100   | 03/15/2018   | 03/15/2018  | Common Stock               | 4,100 |
| Common Stock                               | \$ 0   | 03/15/2018                           |  | M                              | 985   | 03/15/2018   | 03/15/2020  | Common Stock               | 985   |
| Common Stock                               | \$ 0   | 03/15/2018                           |  | M                              | 768   | 03/15/2018   | 03/15/2021  | Common Stock               | 768   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Westbrook Bennett D<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 |               |           | EVP, Chief Development Officer |       |

## Signatures

Scott J. Lynn, Attorney-in-Fact for Bennett  
Westbrook

03/19/2018

\_\_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) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 861 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/18. Mr. Westbrook retained the remaining 522 shares.
  - (2) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 4,100 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/18. Mr. Westbrook retained the remaining 2,486 shares.
  - (3) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 985 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/18. Mr. Westbrook retained the remaining 597 shares.
  - (4) Represents shares withheld to satisfy Mr. Westbrook's tax withholding obligation with respect to the 768 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 3/15/18. Mr. Westbrook retained the remaining 465 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.