

TODD CARTER R
Form 4
January 02, 2013

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 *
TODD CARTER R

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)
12/31/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, General Counsel & Sec.

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	12/31/2012		S	549 D	\$ 38.05 0	D	
Common Stock	12/31/2012		M	5,924 (1) A	\$ 0 6,473 (2)	D	
Common Stock	12/31/2012		F	1,571 D	\$ 0 4,353 (2)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	12/31/2012		M		5,924		02/04/2008	12/31/2012	Common Stock	5,924

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TODD CARTER R
ONE GAYLORD DRIVE
NASHVILLE, TN 37214

EVP, General Counsel & Sec.

Signatures

Carter R. Todd 01/02/2012

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) On December 31, 2012, a total of 5,924 shares of the Company's common stock were awarded to Mr. Todd upon the vesting of a time-based restricted stock unit award previously granted to Mr. Todd on February 4, 2008 (the terms of which were amended on September 3, 2010). A total of 1,571 shares were withheld to satisfy Mr. Todd's tax withholding obligations with respect to the award, and Mr. Todd retained the remaining 4,353 shares.

(2) Does not include shares issuable upon ultimate vesting of the following time-based stock unit awards: 10,071 (granted on February 3, 2010); and 5,331 (granted on February 8, 2012). Does not include shares issuable upon the ultimate vesting of the following performance-based restricted stock unit awards: 3,436 (granted on February 2, 2011); and 5,331 (granted on February 8, 2012). The restricted stock unit awards are subject to the terms and conditions of the applicable agreement with respect to such 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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