

Ryman Hospitality Properties, Inc.  
 Form 4/A  
 June 13, 2013

**FORM 4**

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

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).

**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 \*  
 REED COLIN V

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)  
 06/13/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President & CEO

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

4. If Amendment, Date Original Filed (Month/Day/Year)  
 06/10/2013

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 06/10/2013                           |  | P                              |   | 20,000  | A  | \$ 34.2712 <sup>(1)</sup>                             |
| Common Stock                    |                                      |  |                                |   | 656,298   | D  | <sup>(2)</sup>  |
| Common Stock                    |                                      |  |                                |   | 712   | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    |                                      |  |                                |   | 185,000   | I  | By Family LLC 1 <sup>(4)</sup>                        |
| Common Stock                    |                                      |  |                                |   | 80,000  | I  | By Family LLC 2 <sup>(5)</sup>                        |

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| REED COLIN V<br>ONE GAYLORD DRIVE<br>NASHVILLE, TN 37214 | X             |           | Chairman, President & CEO |       |

## Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V. Reed  
Date: 06/11/2013

\_\_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) Stock was purchased in an open market transactions in a range from \$34.17 to \$34.30, with a weighted average purchase price of \$34.2712. Original Form 4 dated 6/10/2013 inadvertently reported this under transaction code A instead of transaction code P.
  - (2) Includes 456,446 shares credited to Mr. Reed's SERP account, each of which is the economic equivalent of one share of common stock and payable solely in shares of common stock following termination of employment. Does not include the following shares of common stock issuable upon the ultimate vesting of time-based restricted stock unit awards: 32,639 (granted on February 3, 2010); and 52,702 (granted on February 8, 2012); and 23,251 (granted on February 14, 2013). Does not include the following shares of common stock issuable upon the satisfaction of criteria with respect to performance-based restricted stock unit awards: 28,436 (granted on February 2, 2011); 52,133 (granted on February 8, 2012); and 23,000 (granted on February 14, 2013). The restricted stock awards are subject to the terms and conditions of the applicable agreement with respect to such awards and will ultimately only be issued as provided in such

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agreements.

- (3) Held as trustee for Samuel A. Reed Trust UA December 27, 2001.

The securities are held by an LLC of which the reporting person is President. The membership interests in the LLC are held by the

- (4) reporting person and a family trust of which the reporting person's spouse is the trustee and the reporting person's spouse and sons are beneficiaries.

The securities are held by an LLC of which the reporting person is President. The membership interests in the LLC are held by the

- (5) reporting person and a family trust of which the reporting person's sons are the trustees and the reporting person and his sons are beneficiaries.

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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