Ryman Hospitality Properties, Inc.

Form 4

May 09, 2014

FORM 4

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

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ROTH MICHAEL ISOR

2. Issuer Name and Ticker or Trading Symbol

Ryman Hospitality Properties, Inc.

[RHP]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(First)

(Middle)

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

05/08/2014

X_ Director 10% Owner Officer (give title Other (specify

THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS,

19TH FLOOR

(Street) 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

NEW YORK, NY 10036

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

or (D) Price Code Amount

Transaction(s) (Instr. 3 and 4)

Common Stock

05/09/2013

M 1,777

45.97

(A)

27,544

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)

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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. Transactic Code (Instr. 8)	5. Number of or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Restricted Stock Unit	\$ 0	05/08/2014		A	1,618 (1)		05/08/2015	05/08/2015	Common Stock	1,61
Restricted Stock Unit	\$ 45.97	05/09/2013		M		1,777	05/09/2014	(2)	Common Stock	1,77

Reporting Owners

Reporting Owner Name / Address	Relationships					
corporating of the contract of	Director	10% Owner	Officer	Other		
ROTH MICHAEL ISOR THE INTERPUBLIC GROUP OF COMPANIES, INC. 1114 AVENUE OF THE AMERICAS, 19TH FLOOR NEW YORK, NY 10036	X					

Signatures

Scott J. Lynn, Attorney-in-Fact for Michael I.
Roth
05/09/2014

**Signature of Reporting Person Date

May 8, 2015, one share of common stock will be issued for each restricted stock unit.

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 an annual grant of 1,618 restricted stock units awarded to the director in connection with the director's service on the (1) Company's board. Upon lapse of the restrictions with respect to the restricted stock units, which unless deferred by the director will be
- (2) These restricted stock units and accrued dividend equivalent units were converted to common stock on May 9, 2014 on a one to one basis upon the vesting of the restricted stock units.

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.

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