

Ryman Hospitality Properties, Inc.
 Form 4
 May 07, 2014

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 *
ROTH MICHAEL ISOR

(Last) (First) (Middle)

THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ryman Hospitality Properties, Inc. [RHP]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | 04/01/2014 | | M | 12,196 (1) A \$ 25.34 | 30,312 | D | |
| Common Stock | 04/01/2014 | | F | 7,269 D \$ 42.52 | 23,043 | D | |
| Common Stock | 05/06/2014 | | M | 6,098 (2) A \$ 25.21 | 29,141 | D | |
| Common Stock | 05/06/2014 | | F | 3,374 D \$ 45.57 | 25,767 | D | |

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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 Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|-------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of |
| Stock Option (Right to Buy) | \$ 25.34 | 04/01/2014 | | M | | 12,196 | | 04/01/2005 | 04/01/2014 | Common Stock | 12 |
| Stock Option (Right-to-Buy) | \$ 25.21 | 05/06/2014 | | M | | 6,098 | | 05/07/2005 | 05/07/2014 | Common Stock | 6 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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

05/07/2014

**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 12,196 shares of common stock at an exercise price of \$25.34 per share. The reporting person paid the option exercise price by surrendering a total of 7,269 shares. The reporting person retained the remaining 4,927 shares.
- (2) The reporting person exercised options to purchase 6,098 shares of common stock at an exercise price of \$25.21 per share. The reporting person paid the option exercise price by surrendering a total of 3,374 shares. The reporting person retained the remaining 2,724 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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