

Ryman Hospitality Properties, Inc.
Form 4
December 21, 2012

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 *
FIORAVANTI MARK

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)
12/21/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial 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 (D) Price			
Common Stock	12/21/2012		J	5,821 (1) A \$ 0	57,027 (2) 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 23.79					<u>(3)</u>	02/05/2014	Common Stock	12,196
Stock Option (Right to Buy)	\$ 25.53					<u>(3)</u>	05/06/2014	Common Stock	18,295
Stock Option (Right to Buy)	\$ 10.23					<u>(3)</u>	06/22/2019	Common Stock	18,295
Stock Option (Right to Buy)	\$ 16.47					<u>(3)</u>	02/03/2020	Common Stock	16,831
Stock Option (Right to Buy)	\$ 28.13					<u>(3)</u>	02/02/2021	Common Stock	18,905
Stock Option (Right to Buy)	\$ 24.4					<u>(5)</u>	02/08/2022	Common Stock	14,636
Restricted Stock Unit	\$ 0					<u>(6)</u>	<u>(6)</u>	Common Stock	5,924
Restricted Stock Units	\$ 0					<u>(8)</u>	<u>(8)</u>	Common Stock	3,258
Restricted Stock Units	\$ 0					<u>(9)</u>	<u>(9)</u>	Common Stock	11,789
	\$ 0					<u>(10)</u>	<u>(10)</u>		5,924

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- (10) The performance-based restricted stock units were granted on February 2, 2011, and some, all or none of the units will vest in accordance with the satisfaction of designated performance targets on February 2, 2014 (subject to the terms of the applicable grant agreement).
- (11) The time-based restricted stock units were granted on February 8, 2012 and will vest 50% on February 8, 2015 and 50% on February 8, 2016 (subject to the terms of the applicable grant agreement).
- (12) The performance-based restricted stock units were granted on February 8, 2012, and some, all or none of the units will vest in accordance with the satisfaction of designated performance targets on February 8, 2015 (subject to the terms of the applicable grant agreement).

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.