

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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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 \*  
ROTH MICHAEL ISOR

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)

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

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

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)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 (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)
Common Stock	04/01/2014		M	(A) or (D) V Amount Price 12,196 (1) A \$ 25.34	30,312	D	
Common Stock	04/01/2014		F	D \$ 42.52	23,043	D	
Common Stock	05/06/2014		M	(A) or (D) V Amount Price 6,098 (2) A \$ 25.21	29,141	D	
Common Stock	05/06/2014		F	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)		
						Date Exercisable	Expiration Date	Title	An or Nu of
						Code	V	(A)	(D)
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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