

Chaffin Patrick S
Form 4
March 15, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Chaffin Patrick S

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)
03/15/2019

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

EVP, Asset Management

ONE GAYLORD DRIVE

(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

NASHVILLE, TN 37214

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/15/2019		M		1,301 A \$ 0 10,876	D	
Common Stock	03/15/2019		F		512 ⁽¹⁾ D \$ 0 10,364	D	
Common Stock	03/15/2019		M		886 A \$ 0 11,250	D	
Common Stock	03/15/2019		F		349 ⁽²⁾ D \$ 0 10,901	D	
Common Stock	03/15/2019		M		5,051 A \$ 0 15,952	D	

Edgar Filing: Chaffin Patrick S - Form 4

Common Stock	03/15/2019	F	1,988 (3)	D	\$ 0	13,964	D
Common Stock	03/15/2019	M	681	A	\$ 0	14,645	D
Common Stock	03/15/2019	F	268 (4)	D	\$ 0	14,377	D
Common Stock	03/15/2019	M	630	A	\$ 0	15,007	D
Common Stock	03/15/2019	F	248 (5)	D	\$ 0	14,759	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 0	03/15/2019		M	1,301	03/15/2019	03/15/2019	Common Stock	1,301
Restricted Stock Unit	\$ 0	03/15/2019		M	886	03/15/2019	03/15/2020	Common Stock	886
Restricted Stock Units	\$ 0	03/15/2019		M	5,051	03/15/2019	03/15/2019	Common Stock	5,051
Restrictd Stock	\$ 0	03/15/2019		M	681	03/15/2019	03/15/2021	Common Stock	681
Restricted Stock	\$ 0	03/15/2019		M	630	03/15/2019	03/15/2022	Common Stock	630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chaffin Patrick S ONE GAYLORD DRIVE NASHVILLE, TN 37214			EVP, Asset Management	

Signatures

Scott J. Lynn, Attorney-in-Fact for Patrick S.
Chaffin

03/15/2019

__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) Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 1,301 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2019. Mr. Chaffin retained the remaining 789 shares.

(2) Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 886 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2019. Mr. Chaffin retained the remaining 537 shares.

(3) Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 5,051 shares of common stock issued upon the vesting of performance-based restricted stock units on 3/15/19. Mr. Chaffin retained the remaining 3063 shares.

(4) Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 681 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2018. Mr. Chaffin retained the remaining 413 shares.

(5) Represents shares withheld to satisfy Mr. Chaffin's tax withholding obligation with respect to the 630 shares of common stock issued upon the vesting of time-based restricted stock units (including accrued dividend equivalent units payable in additional shares of common stock) on 03/15/2018. Mr. Chaffin retained the remaining 382 shares.

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.