

Westbrook Bennett D
Form 3
January 11, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Westbrook Bennett D | | (Month/Day/Year) | Ryman Hospitality Properties, Inc. [RHP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE GAYLORD DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| NASHVILLE,Â TNÂ 37214 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP, Investments, D&C | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,357 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Unit | Â (1) | Â (1) | Common Stock | 9,123 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (2) | Â (2) | Common Stock | 1,363 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (3) | Â (3) | Common Stock | 3,081 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (4) | Â (4) | Common Stock | 4,739 | \$ 0 | D | Â |
| Restricted Stock Unit | Â (5) | Â (5) | Common Stock | 4,739 | \$ 0 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 02/03/2020 | Common Stock | 4,697 | \$ 16.47 | D | Â |
| Stock Option (Right to Buy) | Â (7) | 02/02/2021 | Common Stock | 9,513 | \$ 28.13 | D | Â |
| Stock Option (Right to Buy) | Â (8) | 02/08/2022 | Common Stock | 6,098 | \$ 24.4 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Westbrook Bennett D ONE GAYLORD DRIVE NASHVILLE, TN 37214 | Â | Â | Â SVP, Investments, D&C | Â |

Signatures

Scott J. Lynn, Attorney-in-Fact for Bennett D.
Westbrook

01/11/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock unit will vest 100% on February 3, 2014 on a one unit to one share basis.
- (2) Restricted stock unit will vest 100% on a one to one share basis on February 3, 2014.
- (3) Some, all or none of the restricted stock unit will vest on February 2, 2014 on a one to one share basis based upon the achievement of designated financial goals as stated in the award agreement with respect to such award.
- (4) Restricted stock unit will vest 50% on a one to one share basis on February 8, 2015 and 50% on February 8, 2016.
- (5) Some, all or none of the restricted stock unit will vest on February 8, 2015 on a one to one share basis based upon the achievement of designated financial goals as stated in the award agreement with respect to such award.
- (6) Stock Option vests ratably for four years beginning on February 3, 2011.

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- (7) Stock Option vests ratably for four years beginning on February 2, 2012.
- (8) Stock Option vests 50% on a one unit to one share basis on February 8, 2015 and 50% on February 8, 2016.

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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