

CONNOR RODERICK F JR
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 *
CONNOR RODERICK F JR

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)
SVP & CAO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/21/2012 | | J | 640 ⁽¹⁾ A \$ 0 | 5,505 ⁽²⁾ | D | |
| Common Stock | 12/21/2012 | | J | 226 ⁽¹⁾ A \$ 0 | 1,453 | I | By 401(k) |

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

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(9-02)

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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) | 8. Price or Value 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) | \$ 32.98 | | | | | <u>(3)</u> 02/09/2015 | 02/09/2015 | Common Stock | 14,636 |
| Stock Option (Right to Buy) | \$ 36.33 | | | | | <u>(3)</u> 02/08/2016 | 02/08/2016 | Common Stock | 10,367 |
| Stock Option (Right to Buy) | \$ 46.03 | | | | | <u>(3)</u> 02/07/2017 | 02/07/2017 | Common Stock | 8,781 |
| Stock Option (Right to Buy) | \$ 25.44 | | | | | <u>(3)</u> 02/04/2018 | 02/04/2018 | Common Stock | 14,636 |
| Stock Option (Right to Buy) | \$ 8.45 | | | | | <u>(3)</u> 02/04/2019 | 02/04/2019 | Common Stock | 6,636 |
| Stock Option (Right to Buy) | \$ 16.47 | | | | | <u>(3)</u> 02/03/2020 | 02/03/2020 | Common Stock | 6,098 |
| Restricted Stock Units | \$ 0 | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 5,024 |
| Restricted Stock Units | \$ 0 | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 6,351 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| CONNOR RODERICK F JR ONE GAYLORD DRIVE NASHVILLE, TN 37214 | | | SVP & CAO | |

Signatures

Carter R. Todd, Attorney-in-Fact for Roderick Connor Jr. 12/21/2012

__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) On December 21, 2012, the Issuer paid a special dividend to stockholders of record on November 13, 2012. As a result of the special dividend, Mr. Connor received 640 shares of common stock on December 21, 2012 with respect to shares held directly by Mr. Connor. As a result of the special dividend, Mr. Connor also received the equivalent of an additional 226 shares of common stock as a result of the special dividend paid to the Company share account included in the Company's 401k plan, of which Mr. Connor is a participant.
 - (2) Does not include shares of common stock issuable upon the potential vesting of restricted stock units, which are reported in Table II.
 - (3) Each of these stock options grants vested ratably over four years beginning on the first anniversary date of the grant. In connection with the special dividend paid on December 21, 2012, the previously reported stock options were adjusted pursuant to anti-dilution provisions contained in the Issuer's equity incentive plans, and the amounts reported reflect such adjustments. The adjustments were based on the ratio between the unadjusted closing trading price on the NYSE of a share of the Issuer's common stock on the date prior to the ex-dividend date, and the opening price on the NYSE on the ex-dividend date.
 - (5) The time-based restricted stock units were granted on February 2, 2011 and will vest 50% on February 2, 2014 and 50% on February 2, 2015 (subject to the terms of the applicable grant agreement). In connection with the special dividend paid on December 21, 2012, the previously reported restricted stock units were adjusted pursuant to anti-dilution provisions that applied to restricted stock units pursuant to the Issuer's equity incentive plans. For each share underlying
 - (6) the restricted stock units, the reporting person received additional restricted stock units equal to 0.1848316 of a share, subject to the same vesting and other restrictions as the original award. The amount listed in this column reflects the total number of shares issuable upon vesting of the award following such adjustment.
 - (7) 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).

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.