

REED COLIN V
Form 4/A
July 20, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
REED COLIN V

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)
07/17/2017

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

NASHVILLE, TN 37214
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/19/2017

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/17/2017		S	D	10,000 (1) \$ 63.9 (2)	643,259 (3)	D
Common Stock	07/18/2017		S	D	10,000 (1) \$ 63.17 (2)	633,259 (4)	D
Common Stock	07/19/2017		S	D	10,000 (1) \$ 63.24 (2)	623,259 (5)	D
Common Stock						793	I By Trusts
						400,000	I

Common Stock				By Family LLC
Common Stock	185,000 ⁽⁶⁾	I		By Family LLC
Common Stock	40,000	I		By Family LLC

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)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REED COLIN V ONE GAYLORD DRIVE NASHVILLE, TN 37214	X		Chairman & CEO	

Signatures

Scott J. Lynn, Attorney-in-Fact for Colin V. Reed
 07/20/2017

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) Securities were sold pursuant to Rule 10b5-1 trading plan adopted by the reporting person on June 29, 2017.

(2) Represents the weighted average price at which securities were sold.

Includes 541,329 shares held by the reporting person in the form of a Supplemental Executive Retirement Plan, or SERP. These shares
(3) were inadvertently not included in the Form 4 filed on July 19, 2017 originally reporting the July 17, 2017 sale of 10,000 shares of common stock by the reporting person.

(4) Includes the 541,329 shares held by the reporting person's SERP. These shares were inadvertently not included in the Form 4 filed on July 19, 2017 originally reporting the July 18, 2017 sale of 10,000 shares of common stock by the reporting person.

(5) Includes 541,329 shares held by the reporting person's SERP. These shares were inadvertently not included in the Form 4 filed on July 19, 2017 originally reporting the July 19, 2017 sale of 10,000 shares of common stock by the reporting person.

(6) On the Form 4 originally filed on July 19, 2017, this indirect holding by the reporting person was incorrectly stated as 18,500 shares. The correct amount of this indirect holding (185,000 shares) by the reporting person has been included in this amended Form 4.

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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