

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* TODD CARTER R			2. Issuer Name and Ticker or Trading Symbol Ryman Hospitality Properties, Inc. [RHP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, General Counsel & Sec.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2012			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ONE GAYLORD DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/21/2012		J		549 ⁽¹⁾	A	\$0.00	549 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$16.47							(3)	02/03/2020	Common Stock	6,098	6,098 ⁽⁴⁾	D	
Stock Option (Right to Buy)	\$28.13							(3)	02/02/2021	Common Stock	7,867	7,867 ⁽⁴⁾	D	
Stock Option (Right to Buy)	\$24.4							(5)	02/08/2022	Common Stock	7,318	7,318 ⁽⁴⁾	D	
Restricted Stock Units	\$0.00							(6)	(6)	Common Stock	5,924	5,924 ⁽⁷⁾	D	
Restricted Stock Units	\$0.00							(8)	(8)	Common Stock	10,071	10,071 ⁽⁷⁾	D	
Restricted Stock Units	\$0.00							(9)	(9)	Common Stock	3,436	3,436 ⁽⁷⁾	D	
Restricted Stock Units	\$0.00							(10)	(10)	Common Stock	5,332	5,332 ⁽⁷⁾	D	
Restricted Stock Units	\$0.00							(11)	(11)	Common Stock	5,332	5,332 ⁽⁷⁾	D	

Explanation of Responses:

- 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, the reporting person received 549 shares of common stock on December 21, 2012.
- Does not include shares of common stock issuable upon the potential vesting of restricted stock units, which are reported in Table II.
- 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.
- This stock option grant vests ratably in 50% increments on February 8, 2015 and February 8, 2016.
- The time-based restricted stock units were granted on February 4, 2008 and will vest on December 31, 2012 (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 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.

8. The time-based restricted stock units were granted on February 3, 2010 and will vest on February 3, 2014 (subject to the terms of the applicable grant agreement).

9. The performance-based restricted stock units were granted on February 2, 2011, and some, all or none of the units will vest in accordance with the satisfaction of designated performance targets on February 2, 2014 (subject to the terms of the applicable grant agreement).

10. 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).

11. The performance-based restricted stock units were granted on February 8, 2012, and some, all or none of the units will vest in accordance with the satisfaction of designated performance targets on February 8, 2015 (subject to the terms of the applicable grant agreement).

Remarks:

Carter R. Todd

12/21/2012

** Signature of Reporting Person

Date

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

* 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).

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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