

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>FIORAVANTI MARK</u>			2. Issuer Name and Ticker or Trading Symbol <u>Ryman Hospitality Properties, Inc. [ RHP ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP &amp; Chief Financial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>ONE GAYLORD DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NASHVILLE TN 37214</u>								
(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	12/19/2012		M		19,514 <sup>(1)</sup>	A	\$16.43	63,719 <sup>(2)</sup>	D	
Common Stock	12/19/2012		F		8,490	D	\$37.765	55,229 <sup>(2)</sup>	D	
Common Stock	12/19/2012		F		4,023	D	\$37.765	51,206 <sup>(2)</sup>	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						Title
Stock Option (Right to Buy)	\$16.43 <sup>(3)</sup>	12/19/2012		M			19,514	(4)	02/06/2013	Common Stock	19,514 <sup>(3)</sup>	\$0.00	0	D	

**Explanation of Responses:**

- On December 19, 2012, Mr. Fioravanti exercised options (which were due to expire on February 6, 2013) to purchase a total of 19,514 shares of the Company's common stock, having an exercise price of \$16.43 per share. Mr. Fioravanti paid the exercise price for such option and the applicable tax to be withheld by surrendering 12,513 of such shares. Mr. Fioravanti retained the remaining 7,001 shares.
- Does not include shares of common stock issuable upon the vesting of restricted stock unit awards previously granted to Mr. Fioravanti.
- The total number of shares issuable upon the exercise of, and the exercise price with respect to, such award has been adjusted pursuant to anti-dilution provisions contained in the issuer's equity incentive plan in connection with the special dividend declared by the Company on November 2, 2012.
- Stock Option vested ratably over four years beginning on the first anniversary of the grant which was February 6, 2004.

**Remarks:**

Carter R. Todd, Attorney-in-Fact for Mark Fioravanti 12/20/2012

\*\* 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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