

Ryman Hospitality Properties, Inc.
Form 4/A
June 13, 2013

FORM 4

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

OMB APPROVAL

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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 *
Lynn Scott J

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)
06/10/2013

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, Secretary and GC

NASHVILLE, TN 37214

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
06/11/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/10/2013 | | P | V Amount (A) or (D) Price \$ 500 ⁽¹⁾ A 34.2 | 559 ⁽²⁾ | D | |
| Common Stock | | | | | 1,678 ⁽³⁾ | I | By 401(k) |

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

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SEC 1474 (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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lynn Scott J ONE GAYLORD DRIVE NASHVILLE, TN 37214 | | | SVP, Secretary and GC | |

Signatures

Scott J. Lynn 06/13/2013
 __Signature of Date
 Reporting Person

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) Stock was purchased in an open market transaction. Original Form 4 dated 6/11/2013 inadvertently reported this transaction under transaction code A instead of transaction code P.
- (2) Ownership amounts listed do not include shares issuable upon the vesting of time-based restricted stock units awards: 89 (granted on February 3, 2010); 1,556 (granted on February 2, 2011); 1,916 (granted on February 8, 2012); and 1,516 (granted on February 14, 2013). Does not include shares issuable upon the satisfaction of criteria with respect to performance-based restricted stock units awards: 1,500 (granted on February 14, 2013).
- (3) Reflects the reporting person's interest in equivalent shares held by the unitized stock fund in the company's 401(k) savings plan. The unitized stock fund consists of company common stock (approximately 98%-99% of the fund value) and cash or cash equivalents (approximately 1%-2% of the fund value). The number of shares attributed to the reporting person as a 401(k) plan participant and expressed as equivalent shares has been calculated based on the closing price of company common stock as of March 31, 2013 and may change from time to time without the volition of the reporting person depending on the fair market value of the company's common stock and the amount of cash in the fund.

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.