

RALPH LAUREN CORP

Form 4

November 06, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lauren Family, L.L.C.

(Last) (First) (Middle)

C/O CBIZ MHM, LLC., 1065
AVENUE OF THE AMERICAS -
12TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

RALPH LAUREN CORP [RL]

3. Date of Earliest Transaction
(Month/Day/Year)

11/04/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4)
Class A Common Stock	11/04/2014		C	200,000	A <u>(1)</u>	200,000	D <u>(2)</u>
Class A Common Stock	11/04/2014		S ⁽³⁾	7,884	D <u>(4)</u>	162.98	192,116
Class A Common Stock	11/04/2014		S ⁽³⁾	16,527	D <u>(5)</u>	163.89	175,589
Class A Common Stock	11/04/2014		S ⁽³⁾	589	D	\$	175,000

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Common Stock					164.56 (6)		
Class A Common Stock	11/05/2014	S(3)	22,100	D	\$ 164.69 (7)	152,900	D (2)
Class A Common Stock	11/05/2014	S(3)	2,900	D	\$ 165.32 (8)	150,000	D (2)
Class A Common Stock						7,970	D (9)

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

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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. Amount or Number of Shares
Class B Common Stock	(1)	11/04/2014		C	200,000	(1) (1)	Class A Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Lauren Family, L.L.C. C/O CBIZ MHM, LLC. 1065 AVENUE OF THE AMERICAS - 12TH FLOOR NEW YORK, NY 10018	Director 10% Owner Officer Other X
Lauren David R. RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022	X

Signatures

/s/ Craig L. Smith, Attorney-in-Fact for Andrew Lauren, Manager of Lauren Family, L.L.C.

11/06/2014

****Signature of Reporting Person**

Date _____

/s/ Craig L. Smith, Attorney-in-Fact for David Lauren, Manager of Lauren Family, L.L.C.

11/06/2014

Signature of Reporting Person

Date _____

/s/ Craig L. Smith, Attorney-in-Fact for Dylan Lauren, Manager of Lauren Family,
L.L.C.

11/06/2014

**Signature of Reporting Person

Date _____

/s/ Craig L. Smith, Attorney-in-Fact for David Lauren

11/06/2014

**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) The holder of securities has the right, at the holder's option, at any time and from time to time, to convert shares of Class B Common Stock into Class A Common Stock on a one-for-one basis.

These securities are held by Lauren Family, L.L.C., a limited liability company of which Mr. David Lauren is a manager and in which

- (2) Mr. David Lauren has an indirect pecuniary interest. Mr. David Lauren disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (3) These sales were made pursuant to a Rule 10b5-1 sales plan in connection with a long-term strategy for estate planning.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (4) \$162.33 to \$163.32, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (4) through (8) to this Form 4.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$163.33 to \$164.30, inclusive.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$164.33 to \$164.87, inclusive.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$164.07 to \$165.04, inclusive.

- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$165.07 to \$165.67, inclusive.

- (9) These securities are held individually by Mr. David Lauren.

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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