

RALPH LAUREN CORP

Form 4

November 13, 2013

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAUREN RALPH

(Last) (First) (Middle)

RALPH LAUREN  
CORPORATION, 650 MADISON  
AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RALPH LAUREN CORP [RL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/11/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	11/11/2013		G	V	84,818	D	\$ 0	460,133.71 D
Class A Common Stock	11/11/2013		G	V	70,976	D	\$ 0	35,854 I By Trust (1)
Class A Common Stock	11/11/2013		M		61,587	A	\$ 33.12	521,720.71 D
Class A	11/11/2013		S		57,237	D	\$	464,483.71 D

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Common Stock					172.33 (2)			
Class A Common Stock	11/11/2013		S	4,350	D	\$ 173.21	460,133.71	D
						(3)		
Class A Common Stock	11/12/2013		M	88,413	A	\$ 33.12	548,546.71	D
Class A Common Stock	11/12/2013		S	53,127	D	\$ 171.75	495,419.71	D
						(4)		
Class A Common Stock	11/12/2013		S	35,286	D	\$ 172.41	460,133.71	D
						(5)		

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class A Common Stock Option (Right to Buy)	\$ 33.12	11/11/2013		M	61,587	(6) 06/08/2014	Class A Common Stock 61,587
Class A Common Stock Option (Right to Buy)	\$ 33.12	11/12/2013		M	88,413	(6) 06/08/2014	Class A Common Stock 88,413

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUREN RALPH RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022	X	X	Chairman & CEO	

## Signatures

/s/ Yen D. Chu, Attorney-in-Fact for Ralph  
Lauren

11/13/2013

\_\_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) These shares of Class A Common Stock are held by a revocable trust of which the reporting person is sole trustee and sole beneficiary.

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$171.84 to \$172.835. Upon request of the SEC staff, Ralph Lauren Corporation (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(3) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$172.865 to \$173.50. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(4) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$171.21 to \$172.205. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(5) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$172.21 to \$173.08. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

(6) The options vested and became exercisable in three equal annual installments beginning on June 8, 2005. These options were scheduled to expire on June 8, 2014.

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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