

RALPH LAUREN CORP
Form 4
December 17, 2014

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 *
Lauren Family, L.L.C.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2014

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10018

(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 |
| Class A Common Stock | 12/15/2014 | | S ⁽¹⁾ | 4,757 | D | | \$ 179.61 (2) |
| Class A Common Stock | 12/15/2014 | | S ⁽¹⁾ | 14,494 | D | | \$ 180.36 (4) |
| Class A Common Stock | 12/15/2014 | | S ⁽¹⁾ | 3,364 | D | | \$ 181.28 (5) |
| Class A Common Stock | 12/15/2014 | | S ⁽¹⁾ | 2,385 | D | | \$ 75,000 |

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| | | | | | | | | |
|----------------------|------------|--|------------------|-------|---|-----------------------------|--------|-------------------|
| Common Stock | | | | | | 182.27 <u>(6)</u> | | |
| Class A Common Stock | 12/16/2014 | | S ⁽¹⁾ | 7,506 | D | \$ 177.19 <u>(7)</u> | 67,494 | D ⁽³⁾ |
| Class A Common Stock | 12/16/2014 | | S ⁽¹⁾ | 8,417 | D | \$ 177.95 <u>(8)</u> | 59,077 | D ⁽³⁾ |
| Class A Common Stock | 12/16/2014 | | S ⁽¹⁾ | 8,678 | D | \$ 179.04 <u>(9)</u> | 50,399 | D ⁽³⁾ |
| Class A Common Stock | 12/16/2014 | | S ⁽¹⁾ | 399 | D | \$ 179.68 <u>(10)</u> | 50,000 | D ⁽³⁾ |
| Class A Common Stock | | | | | | | 7,970 | D ⁽¹¹⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lauren Family, L.L.C.
 C/O CBIZ MHM, LLC.
 1065 AVENUE OF THE AMERICAS - 12TH FLOOR
 NEW YORK, NY 10018

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. | 12/17/2014 |
| __Signature of Reporting Person | Date |
| /s/ Craig L. Smith, Attorney-in-Fact for David Lauren, Manager of Lauren Family, L.L.C. | 12/17/2014 |
| __Signature of Reporting Person | Date |
| /s/ Craig L. Smith, Attorney-in-Fact for Dylan Lauren, Manager of Lauren Family, L.L.C. | 12/17/2014 |
| __Signature of Reporting Person | Date |
| /s/ Craig L. Smith, Attorney-in-Fact for David Lauren | 12/17/2014 |
| __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) 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 \$178.97 to \$179.95, 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 footnote 2 and footnotes (4) through (10) to this Form 4.
 - (2) 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 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$179.96 to \$180.94, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$180.97 to \$181.62, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$181.70 to \$182.59, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.54 to \$177.53, inclusive.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.54 to \$178.53, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$178.56 to \$179.54, inclusive.
 - (9)

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- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$179.55 to \$179.79, inclusive.
- (11) 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. 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.