

RALPH LAUREN CORP

Form 4

August 28, 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

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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)

08/26/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|----------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Class A Common Stock | 08/26/2014 | | S ⁽¹⁾ | | 24,700 | D \$ 169.11 ⁽²⁾ | 25,300 | D | ⁽³⁾ |
| Class A Common Stock | 08/26/2014 | | S ⁽¹⁾ | | 300 | D \$ 169.84 ⁽⁴⁾ | 25,000 | D | ⁽³⁾ |
| Class A Common Stock | 08/27/2014 | | S ⁽¹⁾ | | 20,898 | D \$ 169.31 ⁽⁵⁾ | 4,102 | D | ⁽³⁾ |
| Class A | 08/27/2014 | | S ⁽¹⁾ | | 4,102 | D \$ 0 | | D | ⁽³⁾ |

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| | | |
|----------------------------|----------------------|--------------|
| Common Stock | 169.76 <u>(6)</u> | |
| Class A Common Stock | 7,970 | D <u>(7)</u> |

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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.

08/28/2014

Signature of Reporting Person

Date

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

08/28/2014

__Signature of Reporting Person

Date

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

08/28/2014

__Signature of Reporting Person

Date

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

08/28/2014

__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 \$168.72 to \$169.71, 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 (6) to this Form 4.

(3) 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$169.72 to \$169.90, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$168.68 to \$169.66, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$169.67 to \$170.28, inclusive.

(7) 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.