

BURGOYNE CELESTE

Form 4

April 02, 2019

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
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURGOYNE CELESTE

(Last) (First) (Middle)

**C/O LULULEMON ATHLETICA
INC., 1818 CORNWALL AVE**

(Street)

VANCOUVER, A1 V6J 1C7

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

lululemon athletica inc. [LULU]

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

03/29/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP Americas

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

__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/29/2019		M		2,500	A	\$ 11.75 18,019	D	
Common Stock	03/29/2019		M		585	A	\$ 76.49 18,604	D	
Common Stock	03/29/2019		M		600	A	\$ 57.88 19,204	D	
Common Stock	03/29/2019		M		1,044	A	\$ 52.59 20,248	D	
Common Stock	03/29/2019		M		2,486	A	\$ 44.2 22,734	D	

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Common Stock	03/29/2019	M	848	A	\$ 64.83	23,582	D
Common Stock	03/29/2019	M	259	A	\$ 66.07	23,841	D
Common Stock	03/29/2019	M	1,976	A	\$ 53.79	25,817	D
Common Stock	03/29/2019	M	2,613	A	\$ 68.69	28,430	D
Common Stock	03/29/2019	S	12,652	D	\$ (1) 167.07	15,778	D
Common Stock	03/29/2019	S	259	D	\$ 167.91	15,519	D
Common Stock	03/29/2019	S	6,288	D	\$ (2) 165.41	9,231	D

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
Stock Option (Right to Buy)	\$ 11.75	03/29/2019		M	2,500	(3) 09/14/2019	Common Stock	2,500
Stock Option (Right to Buy)	\$ 76.49	03/29/2019		M	585	(4) 09/11/2019	Common Stock	585

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Stock Option (Right to Buy)	\$ 57.88	03/29/2019	M	600	<u>(5)</u>	12/16/2020	Common Stock	600
Stock Option (Right to Buy)	\$ 52.59	03/29/2019	M	1,044	<u>(6)</u>	03/31/2021	Common Stock	1,044
Stock Option (Right to Buy)	\$ 44.2	03/29/2019	M	2,486	<u>(7)</u>	09/15/2021	Common Stock	2,486
Stock Option (Right to Buy)	\$ 64.83	03/29/2019	M	848	<u>(8)</u>	03/30/2022	Common Stock	848
Stock Option (Right to Buy)	\$ 66.07	03/29/2019	M	259	<u>(9)</u>	06/11/2022	Common Stock	259
Stock Option (Right to Buy)	\$ 53.79	03/29/2019	M	1,976	<u>(10)</u>	09/14/2022	Common Stock	1,976
Stock Option (Right to Buy)	\$ 68.69	03/29/2019	M	2,613	<u>(11)</u>	04/01/2023	Common Stock	2,613

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURGOYNE CELESTE C/O LULULEMON ATHLETICA INC. 1818 CORNWALL AVE VANCOUVER, A1 V6J 1C7			EVP Americas	

Signatures

/s/ Celeste Burgoyne by Erin Nicholas,
Attorney-in-Fact

04/02/2019

__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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.74 to \$167.69, inclusive. The reporting person undertakes 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 stated in footnotes (1) and (2) to this Form 4.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$165.15 to \$165.52, inclusive.
- (3) These options vested as to 25% on each of September 14, 2010, September 14, 2011, September 14, 2012, and September 14, 2013.
- (4) These options vested as to 25% on each of September 11, 2013, September 11, 2014, September 11, 2015, and September 11, 2016.
- (5) These options vested as to 25% on each of December 16, 2014, December 16, 2015, December 16, 2016, and December 16, 2017.
- (6) These options vested as to 25% on each of March 31, 2015, March 31, 2016, March 31, 2017, and March 31, 2018.
- (7) These options vested as to 25% on each of September 15, 2015, September 15, 2016, September 15, 2017, and September 15, 2018.
- (8) These options vested as to 25% on each of March 30, 2016, March 30, 2017, March 30, 2018, and March 30, 2019.
- (9) These options vested as to 25% on each of June 11, 2016, June 11, 2017 and June 11, 2018. An additional 25% shall vest on June 11, 2019, subject to the reporting person's continued employment or association with the issuer through each such date.
- (10) These options vested as to 25% on each of September 14, 2016, September 14, 2017, September 14, 2018. An additional 25% shall vest on September 14, 2019, subject to the reporting person's continued employment or association with the issuer through each such date.
- (11) These options vested as to 25% on each of April 1, 2017, April 1, 2018 and April 1, 2019. An additional 25% shall vest on April 1, 2020, subject to the reporting person's continued employment or association with the issuer through each such date.

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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