

RALPH LAUREN CORP
Form 4
November 13, 2013

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 RALPH

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)

RALPH LAUREN CORPORATION, 650 MADISON AVENUE

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

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

(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 10022

(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)
				(A) or (D)	Price		
				Code	V	Amount	
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 <u>By Trust (1)</u>
Class A Common Stock	11/11/2013		M	61,587 A	\$ 33.12	521,720.71	D
Class A Common Stock	11/11/2013		S	57,237 D	\$	464,483.71	D

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Common Stock						172.33		
						<u>(2)</u>		
Class A Common Stock	11/11/2013		S	4,350	D	\$ 173.21	460,133.71	D
						<u>(3)</u>		
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
						<u>(4)</u>		
Class A Common Stock	11/12/2013		S	35,286	D	\$ 172.41	460,133.71	D
						<u>(5)</u>		

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

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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)
				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	<u>(6)</u> 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	<u>(6)</u> 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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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. 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.