

RALPH LAUREN CORP
Form 4
December 06, 2012

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2012

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 12/04/2012 | | C | 950,000 | A \$ 0 | 950,000 | D |
| Class A Common Stock | 12/04/2012 | | S ⁽¹⁾ | 13,548 | D \$ 153.78 | 936,452 | D |
| Class A Common Stock | 12/04/2012 | | S ⁽¹⁾ | 17,440 | D \$ 154.93 | 919,012 | D |
| Class A Common Stock | 12/04/2012 | | S ⁽¹⁾ | 8,812 | D \$ | 910,200 | D |

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| | | | | | | | | |
|----------------------|------------|--|------------------|--------|---|------------|---------|---|
| Common Stock | | | | | | 155.74 | | |
| | | | | | | <u>(4)</u> | | |
| Class A Common Stock | 12/04/2012 | | S ⁽¹⁾ | 10,200 | D | \$ 156.61 | 900,000 | D |
| | | | | | | <u>(5)</u> | | |
| Class A Common Stock | 12/05/2012 | | S ⁽¹⁾ | 11,368 | D | \$ 151.76 | 888,632 | D |
| | | | | | | <u>(6)</u> | | |
| Class A Common Stock | 12/05/2012 | | S ⁽¹⁾ | 19,351 | D | \$ 152.81 | 869,281 | D |
| | | | | | | <u>(7)</u> | | |
| Class A Common Stock | 12/05/2012 | | S ⁽¹⁾ | 11,981 | D | \$ 153.63 | 857,300 | D |
| | | | | | | <u>(8)</u> | | |
| Class A Common Stock | 12/05/2012 | | S ⁽¹⁾ | 7,300 | D | \$ 154.82 | 850,000 | D |
| | | | | | | <u>(9)</u> | | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock | <u>(10)</u> | 12/04/2012 | | C | 950,000 | <u>(10)</u> <u>(10)</u> | Class A Common Stock | 950,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lauren Family, L.L.C.
C/O CBIZ MHM, LLC.

X

1065 AVENUE OF THE AMERICAS - 12TH FLOOR
NEW YORK, NY 10018

Signatures

| | |
|--|------------|
| /s/ Craig L. Smith, Attorney-in-Fact for Andrew Lauren, Manager | 12/06/2012 |
| **Signature of Reporting Person | Date |
| /s/ Craig L. Smith, Attorney-in-Fact for David Lauren, Manager | 12/06/2012 |
| **Signature of Reporting Person | Date |
| /s/ Craig L. Smith, Attorney-in-Fact for Dylan Lauren, Manager | 12/06/2012 |
| **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) Sales made pursuant to a Rule 10b5-1 sales plan.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.28 to \$154.27, 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 set forth in footnotes (2) through (9) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.29 to \$155.28, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.2933 to \$156.29, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$156.30 to \$157.20, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.26 to \$152.2567, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.26 to \$153.25, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.28 to \$154.24, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.31 to \$155.40, inclusive.
- (10) Each share of Class B Common Stock is immediately convertible on a one-for-one basis into a share of Class A Common Stock.

Remarks:

Exhibit List: Exhibit 24, Exhibit 24.1, Exhibit 24.2

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.