

RALPH LAUREN CORP
Form 4
November 08, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
FARAH ROGER N

(Last) (First) (Middle)

RALPH LAUREN CORPORATION, 650 MADISON AVE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)		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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Class A Common Stock	11/07/2013		M	44,131	A \$ 75.19	297,551.92	D	
Class A Common Stock	11/07/2013		M	24,580	A \$ 134.53	322,131.92	D	
Class A Common Stock	11/07/2013		M	18,540	A \$ 140.975	340,671.92	D	
Class A Common Stock	11/07/2013		D	87,467	D \$ 253,204.92		D	

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Common Stock							
Class A Common Stock	11/07/2013	S	42,100	D	<u>\$ 172.73</u> ⁽²⁾	211,104.92	D
Class A Common Stock	11/07/2013	S	33,700	D	<u>\$ 173.88</u> ⁽³⁾	177,404.92	D
Class A Common Stock	11/07/2013	S	18,454	D	<u>\$ 174.75</u> ⁽⁴⁾	158,950.92	D
Class A Common Stock	11/07/2013	S	8,446	D	<u>\$ 175.93</u> ⁽⁵⁾	150,504.92	D
Class A Common Stock	11/07/2013	S	8,051	D	<u>\$ 177.25</u> ⁽⁶⁾	142,453.92	D
Class A Common Stock	11/07/2013	S	10,249	D	<u>\$ 177.89</u> ⁽⁷⁾	132,204.92	D
Class A Common Stock	11/07/2013	S	900	D	<u>\$ 179.26</u> ⁽⁸⁾	131,304.92	D
Class A Common Stock	11/07/2013	S	700	D	<u>\$ 180.08</u> ⁽⁹⁾	130,604.92	D
Class A Common Stock	11/07/2013	S	18	D	\$ 180.95	130,586.92	D
Class A Common Stock	11/08/2013	S	9,000	D	<u>\$ 172.93</u> ⁽¹⁰⁾	121,586.92	D
Class A Common Stock	11/08/2013	S	600	D	<u>\$ 173.57</u> ⁽¹¹⁾	120,986.92	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Class A Common Stock Option (Right to Buy)	\$ 75.19	11/07/2013		M	44,131	<u>(12)</u> 07/16/2017	Class A Common Stock	44,131
Class A Common Stock Option (Right to Buy)	\$ 134.53	11/07/2013		M	24,580	<u>(13)</u> 07/15/2018	Class A Common Stock	24,580
Class A Common Stock Option (Right to Buy)	\$ 140.975	11/07/2013		M	18,540	<u>(14)</u> 07/16/2019	Class A Common Stock	18,540

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARAH ROGER N RALPH LAUREN CORPORATION 650 MADISON AVE NEW YORK, NY 10022	X		Executive Vice Chairman	

Signatures

/s/ Yen D. Chu, Attorney-in-Fact for Roger N. Farah
 11/08/2013
 **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).

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- (1) The restricted stock units were cancelled pursuant to the reporting person's employment agreement. The reporting person received a credit to his deferred compensation account as consideration for the cancellation.
The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$172.43 to \$173.42. 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.
- (2) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$173.44 to \$174.42. 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.
- (3) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$174.44 to \$175.43. 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 \$175.46 to \$176.45. 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 \$176.56 to \$177.56. 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 price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$177.57 to \$178.41. 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.
- (7) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$178.58 to \$179.50. 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.
- (8) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$179.60 to \$180.25. 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.
- (9) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$172.47 to \$173.43. 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.
- (10) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$173.48 to \$173.61. 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.
- (11) The options vested and became exercisable in three equal installments on July 16, 2011, July 16, 2012 and March 30, 2013.
- (12) These options vest one-third on July 15, 2012, one-third on March 30, 2013 and one-third on March 30, 2013; however, the remaining one-third will not be exercisable until March 29, 2014.
- (13) These options vest and become exercisable in three equal annual installments beginning on July 16, 2013.
- (14)

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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