

RALPH LAUREN CORP

Form 4

February 10, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FLEISHMAN JOEL LAWRENCE

(Last) (First) (Middle)

**RALPH LAUREN
CORPORATION, 650 MADISON
AVENUE**

(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)

02/06/2014

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)

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) (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	02/06/2014		M		3,000	A	\$ 34.73	17,880 <u>(1)</u>	D
Class A Common Stock	02/06/2014		M		1,608	A	\$ 87.87	19,488 <u>(1)</u>	D
Class A Common Stock	02/06/2014		S		600	D	\$ 152.26 <u>(2)</u>	18,888 <u>(1)</u>	D
Class A	02/06/2014		S		1,554	D	\$	17,334 ⁽¹⁾	D

Common Stock 153.39

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Non-Employee Director Stock Option (Right to Buy)	\$ 34.73	02/06/2014		M		3,000		<u>(3)</u>	04/01/2014	Class A Common Stock	3,000
Non-Employee Director Stock Option (Right to Buy)	\$ 87.87	02/06/2014		M		1,608		<u>(4)</u>	04/01/2014	Class A Common Stock	1,608

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEISHMAN JOEL LAWRENCE RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022	X			

Signatures

/s/ Yen D. Chu, Attorney-in-Fact for Joel Lawrence
Fleishman

02/10/2014

**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) Of the total amount of shares of Class A Common Stock beneficially owned by the reporting person, 6,400 shares are held indirectly in retirement accounts.

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$152.22 to \$152.27. 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) These options vested and became exercisable in two equal annual installments beginning on April 1, 2005. These options were scheduled to expire on April 1, 2014.

(4) These options vested and became exercisable in three equal annual installments beginning on April 1, 2008. These options were scheduled to expire on April 1, 2014.

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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