

RALPH LAUREN CORP  
Form 4  
September 04, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
09/02/2014

\_\_\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 09/02/2014                           |  | C                              | 225,000   | A \$ 169.32   | D (2)  |   |
| Class A Common Stock            | 09/02/2014                           |  | S(3)                           | 21,931  | D \$ 170.05   | D (2)  |   |
| Class A Common Stock            | 09/02/2014                           |  | S(3)                           | 3,069   | D \$ 170.05   | D (2)  |   |
| Class A Common Stock            | 09/03/2014                           |  | S(3)                           | 23,400  | D \$ 176,600  | D (2)  |   |

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|                      |            |  |                  |       |            |            |         |              |
|----------------------|------------|--|------------------|-------|------------|------------|---------|--------------|
| Common Stock         |            |  |                  |       | 169.19     |            |         |              |
|                      |            |  |                  |       | <u>(6)</u> |            |         |              |
| Class A Common Stock | 09/03/2014 |  | S <sup>(3)</sup> | 1,600 | D          | \$ 169.79  | 175,000 | D <u>(2)</u> |
|                      |            |  |                  |       |            | <u>(7)</u> |         |              |
| Class A Common Stock |            |  |                  |       |            |            | 7,970   | D <u>(8)</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.**

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  |                                | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                               |
| Class B Common Stock                       | <u>(1)</u>   | 09/02/2014                           |  | C                              | 225,000   | <u>(1)</u> <u>(1)</u>                                    | Class A Common Stock  | 225,000                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Lauren Family, L.L.C.<br>C/O CBIZ MHM, LLC.<br>1065 AVENUE OF THE AMERICAS - 12TH FLOOR<br>NEW YORK, NY 10018 |               |           | X       |       |
| Lauren David R.<br>RALPH LAUREN CORPORATION<br>650 MADISON AVENUE<br>NEW YORK, NY 10022                       | X             |           |         |       |

## Signatures

|   |                        |
|---|------------------------|
| /s/ Craig L. Smith, Attorney-in-Fact for Andrew Lauren, Manager of Lauren Family, L.L.C.<br><br>__Signature of Reporting Person | 09/04/2014<br><br>Date |
| /s/ Craig L. Smith, Attorney-in-Fact for David Lauren, Manager of Lauren Family, L.L.C.<br><br>__Signature of Reporting Person  | 09/04/2014<br><br>Date |
| /s/ Craig L. Smith, Attorney-in-Fact for Dylan Lauren, Manager of Lauren Family, L.L.C.<br><br>__Signature of Reporting Person  | 09/04/2014<br><br>Date |
| /s/ Craig L. Smith, Attorney-in-Fact for David Lauren<br><br>__Signature of Reporting Person                                    | 09/04/2014<br><br>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 holder of securities has the right, at the holder's option, at any time and from time to time, to convert shares of Class B Common Stock into Class A Common Stock on a one-for-one basis.  
  
 These securities are held by Lauren Family, L.L.C., a limited liability company of which Mr. David Lauren is a manager and in which
  - (2) Mr. David Lauren has an indirect pecuniary interest. Mr. David Lauren disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
  - (3) These sales were made pursuant to a Rule 10b5-1 sales plan in connection with a long-term strategy for estate planning.
  - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$168.91 to \$169.88, inclusive. The reporting persons undertake 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 (4) through (7) to this Form 4.
  - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$169.89 to \$170.33, inclusive.
  - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$168.775 to \$169.69, inclusive.
  - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$169.70 to \$169.95, inclusive.
  - (8) These securities are held individually by Mr. David Lauren.

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.