

RALPH LAUREN CORP
Form 4
August 12, 2014

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)
08/08/2014

____ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	08/08/2014		C	200,000	A	\$ 1	200,000 D (2)
Class A Common Stock	08/08/2014		S(3)	1,200	D	\$ 157.55 (4)	198,800 D (2)
Class A Common Stock	08/08/2014		S(3)	5,077	D	\$ 158.43 (5)	193,723 D (2)
Class A Common Stock	08/08/2014		S(3)	6,493	D	\$	187,230 D (2)

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Common Stock					159.44			
					<u>(6)</u>			
Class A Common Stock	08/08/2014		S ⁽³⁾	12,230	D	\$ 160.29	175,000	D <u>(2)</u>
						<u>(7)</u>		
Class A Common Stock	08/11/2014		S ⁽³⁾	3,898	D	\$ 161.54	171,102	D <u>(2)</u>
						<u>(8)</u>		
Class A Common Stock	08/11/2014		S ⁽³⁾	21,102	D	\$ 162.47	150,000	D <u>(2)</u>
						<u>(9)</u>		
Class A Common Stock							7,970	D <u>(10)</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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class B Common Stock	<u>(1)</u>	08/08/2014		C	200,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lauren Family, L.L.C. C/O CBIZ MHM, LLC 1065 AVENUE OF THE AMERICAS - 12TH FLOOR NEW YORK, NY 10018			X	
				X

Lauren David R.
RALPH LAUREN CORPORATION
650 MADISON AVENUE
NEW YORK, NY 10022

Signatures

/s/ Craig L. Smith, Attorney-in-Fact for Andrew Lauren, Manager of Lauren Family, L.L.C.	08/12/2014
__Signature of Reporting Person	Date
/s/ Craig L. Smith, Attorney-in-Fact for David Lauren, Manager of Lauren Family, L.L.C.	08/12/2014
__Signature of Reporting Person	Date
/s/ Craig L. Smith, Attorney-in-Fact for Dylan Lauren, Manager of Lauren Family, L.L.C.	08/12/2014
__Signature of Reporting Person	Date
/s/ Craig L. Smith, Attorney-in-Fact for David Lauren	08/12/2014
__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) The holder of the 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 \$157.39 to \$157.77, 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 (11) 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 \$158.10 to \$158.97, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$159.00 to \$159.97, inclusive.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$160.00 to \$160.53, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$161.04 to \$161.99, inclusive.
 - (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$162.00 to \$162.96, inclusive.
 - (10) These securities are held individually by Mr. David Lauren.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney of 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.

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