

RALPH LAUREN CORP

Form 4

November 08, 2013

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

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(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) (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	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	11/07/2013		D		87,467	D	<u>(1)</u>	253,204.92	D

Common
Stock

Class A Common Stock	11/07/2013	S	42,100	D	\$ 172.73 (2)	211,104.92	D
Class A Common Stock	11/07/2013	S	33,700	D	\$ 173.88 (3)	177,404.92	D
Class A Common Stock	11/07/2013	S	18,454	D	\$ 174.75 (4)	158,950.92	D
Class A Common Stock	11/07/2013	S	8,446	D	\$ 175.93 (5)	150,504.92	D
Class A Common Stock	11/07/2013	S	8,051	D	\$ 177.25 (6)	142,453.92	D
Class A Common Stock	11/07/2013	S	10,249	D	\$ 177.89 (7)	132,204.92	D
Class A Common Stock	11/07/2013	S	900	D	\$ 179.26 (8)	131,304.92	D
Class A Common Stock	11/07/2013	S	700	D	\$ 180.08 (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	\$ 172.93 (10)	121,586.92	D
Class A Common Stock	11/08/2013	S	600	D	\$ 173.57 (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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SEC 1474
(9-02)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) The options vested and became exercisable in three equal installments on July 16, 2011, July 16, 2012 and March 30, 2013.
- (13) 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.
- (14) These options vest and become exercisable in three equal annual installments beginning on July 16, 2013.

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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