

RALPH LAUREN CORP

Form 4

December 06, 2012

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 *
Lauren Family, L.L.C.

(Last) (First) (Middle)

C/O CBIZ MHM, LLC., 1065
AVENUE OF THE AMERICAS -
12TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RALPH LAUREN CORP [RL]

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

12/04/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Class A Common Stock	12/04/2012		C	950,000	A \$ 0	950,000	D
Class A Common Stock	12/04/2012		S ⁽¹⁾	13,548	D \$ (2) 153.78	936,452	D
Class A Common Stock	12/04/2012		S ⁽¹⁾	17,440	D \$ (3) 154.93	919,012	D
Class A Common Stock	12/04/2012		S ⁽¹⁾	8,812	D \$	910,200	D

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Common Stock					155.74 (4)		
Class A Common Stock	12/04/2012	S(1)	10,200	D	\$ 156.61 (5)	900,000	D
Class A Common Stock	12/05/2012	S(1)	11,368	D	\$ 151.76 (6)	888,632	D
Class A Common Stock	12/05/2012	S(1)	19,351	D	\$ 152.81 (7)	869,281	D
Class A Common Stock	12/05/2012	S(1)	11,981	D	\$ 153.63 (8)	857,300	D
Class A Common Stock	12/05/2012	S(1)	7,300	D	\$ 154.82 (9)	850,000	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)

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. 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 B Common Stock	(10)	12/04/2012		C	950,000	(10)	(10)	Class A Common Stock	950,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lauren Family, L.L.C. C/O CBIZ MHM, LLC.	X

1065 AVENUE OF THE AMERICAS - 12TH FLOOR
NEW YORK, NY 10018

Signatures

/s/ Craig L. Smith, Attorney-in-Fact for Andrew Lauren,
Manager 12/06/2012

__Signature of Reporting Person Date

/s/ Craig L. Smith, Attorney-in-Fact for David Lauren,
Manager 12/06/2012

__Signature of Reporting Person Date

/s/ Craig L. Smith, Attorney-in-Fact for Dylan Lauren,
Manager 12/06/2012

__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) Sales made pursuant to a Rule 10b5-1 sales plan.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.28 to \$154.27, inclusive. The reporting person undertakes 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 (2) through (9) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.29 to \$155.28, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$155.2933 to \$156.29, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$156.30 to \$157.20, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.26 to \$152.2567, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.26 to \$153.25, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.28 to \$154.24, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.31 to \$155.40, inclusive.

(10) Each share of Class B Common Stock is immediately convertible on a one-for-one basis into a share of Class A Common Stock.

Remarks:

Exhibit List: Exhibit 24, Exhibit 24.1, Exhibit 24.2

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.