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RALPH LAUREN CORP

Form 4

February 09, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31,

2005

0.5

Estimated average burden hours per

response...

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Check this box

may continue. See Instruction

(Middle)

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

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

RALPH LAUREN CORP [RL]

(Check all applicable)

RALPH LAUREN

CORPORATION, 650 MADISON

3. Date of Earliest Transaction

(Month/Day/Year) 02/05/2015

_X__ Director 10% Owner Officer (give title _ Other (specify

AVENUE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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	02/05/2015		S	1,615	D	\$ 141.92 (1)	13,538 (2)	D	
Class A Common Stock	02/06/2015		M	2,007	A	\$ 59.8	15,545 <u>(2)</u>	D	
Class A Common Stock	02/06/2015		M	3,000	A	\$ 38.61	18,545 <u>(2)</u>	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. Transactic 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 Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-Employee Director Stock Option (Right to Buy)	\$ 59.8	02/06/2015		M	2,007	(3)	04/01/2015	Class A Common Stock	2,00
Non-Employee Director Stock Option (Right to Buy)	\$ 38.61	02/06/2015		M	3,000	<u>(4)</u>	04/01/2015	Class A Common Stock	3,00

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FLEISHMAN JOEL LAWRENCE RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022



Signatures

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

02/09/2015

**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)

Reporting Owners 2

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The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$141.90 to \$141.94. 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.

- (2) 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.
- (3) These options vested and became exercisable in three equal annual installments beginning on April 1, 2009. These options were scheduled to expire on April 1, 2015.
- (4) These options vested and became exercisable in two equal annual installments beginning on April 1, 2006. These options were scheduled to expire on April 1, 2015.

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.