

RALPH LAUREN CORP

Form 4

February 09, 2015

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**RALPH LAUREN  
CORPORATION, 650 MADISON  
AVENUE**

(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)

02/05/2015

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)

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            | 02/05/2015                           |  | S                              |   | 1,615  | D          | \$ 141.92 <u>(1)</u>  | 13,538 <u>(2)</u>  | 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<br>Derivative Security<br>(Instr. 3)           | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                            |  |
|--|--|---|---|--------------------------------------|---|--|-----|--|--------------------|----------------------------|--|
|  |  |   |   | Code                                 | V   | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Non-Employee<br>Director Stock<br>Option (Right<br>to Buy) | \$ 59.8  | 02/06/2015                              |   | M                                    |   | 2,007  |     | <u>(3)</u>   | 04/01/2015         | Class A<br>Common<br>Stock | 2,007                                  |
| Non-Employee<br>Director Stock<br>Option (Right<br>to Buy) | \$ 38.61   | 02/06/2015                              |   | M                                    |   | 3,000  |     | <u>(4)</u>   | 04/01/2015         | Class A<br>Common<br>Stock | 3,000                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| FLEISHMAN JOEL LAWRENCE<br>RALPH LAUREN CORPORATION<br>650 MADISON AVENUE<br>NEW YORK, NY 10022 | X                                |

## 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)

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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.

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