

LAUREN RALPH
Form 4
December 20, 2012

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 RALPH

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

RALPH LAUREN CORPORATION, 650 MADISON AVENUE

(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 10022

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 12/20/2012 | | M | 12,500 | A | \$ 25.325 | 502,222.63 D |
| Class A Common Stock | 12/20/2012 | | S ⁽¹⁾ | 4,500 | D | \$ 149.38 | 497,722.63 D |
| | | | | | | ⁽²⁾ | |
| Class A Common Stock | 12/20/2012 | | S ⁽¹⁾ | 6,255 | D | \$ 150.39 | 491,467.63 D |
| | | | | | | ⁽³⁾ | |
| Class A Common Stock | 12/20/2012 | | S ⁽¹⁾ | 1,545 | D | \$ | 489,922.63 D |

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| | | | | | | | | |
|----------------------|------------|--|------------------|-----|------------|------------|------------|---------------------|
| Common Stock | | | | | 151.31 | | | |
| | | | | | <u>(4)</u> | | | |
| Class A Common Stock | 12/20/2012 | | S ⁽¹⁾ | 200 | D | \$ 152.14 | 489,722.63 | D |
| | | | | | | <u>(5)</u> | | |
| Class A Common Stock | | | | | | | 106,830 | I |
| | | | | | | | | By Trust <u>(6)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Class A Common Stock Option (Right to Buy) | \$ 25.325 | 12/20/2012 | | M | 12,500 | <u>(7)</u> 06/23/2013 | Class A Common Stock 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAUREN RALPH RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022 | X | X | Chairman & CEO | |

Signatures

/s/ Yen D. Chu, Attorney-in-Fact for Ralph
Lauren

12/20/2012

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by the reporting person.
The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$149.12 to \$149.87. 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 \$150.10 to \$150.98. 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 \$151.01 to \$151.94. 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 \$152.11 to \$152.17. 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) These shares of Class A Common Stock are held by a revocable trust of which the reporting person is sole trustee and sole beneficiary.
 - (7) These options vested and became exercisable in three equal annual installments beginning on June 23, 2004. These options are scheduled to expire on June 23, 2013.

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.