

LAUREN RALPH
Form 4
September 11, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
09/10/2012

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)
Chairman & CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(1)						(1)	(1)	Class A Common Stock	13,534,544
Class B Common Stock	(1)						(1)	(1)	Class A Common Stock	1,245,132
Class B Common Stock	(1)						(1)	(1)	Class A Common Stock	1,629,044
Class B Common Stock	(1)	09/10/2012	G	V	120,365		(1)	(1)	Class A Common Stock	120,365
Class B Common Stock	(1)	09/10/2012	G	V	58,317		(1)	(1)	Class A Common Stock	58,317

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/ RALPH LAUREN 09/11/2012

**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 holder of the securities has the right, at the holder's option, at any time and from time to time, to convert shares of Class B Common Stock into Class A Common Stock on a one-for-one basis.
- On September 10, 2012, the reporting person transferred these shares from his direct holdings to a revocable trust of which the reporting person is the sole trustee and sole beneficiary. This transfer is exempt from reporting under Rule 16a-13 under the Securities Exchange Act of 1934.
- (2)

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(3) On September 10, 2012, the reporting person's wife transferred these shares from her direct holdings to a revocable trust of which she is the sole trustee and sole beneficiary. This transfer is exempt from reporting under Rule 16a-13 under the Securities Exchange Act of 1934.

(4) These shares were previously held by a trust for the benefit of the reporting person's children of which the reporting person was the investment trustee and are now held by a trust for the benefit of the reporting person's children in which neither the reporting person nor his wife has investment control over the shares.

(5) These shares were previously held by a trust for the benefit of the reporting person's wife's children of which the reporting person's wife was the investment trustee and are now held by a trust for the benefit of the reporting person's wife's children in which neither the reporting person nor his wife has investment control over the shares.

Remarks:

This statement shall not be deemed an admission that the reporting person is or was required to report any transaction arising out of the relationship.

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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