

BURGOYNE CELESTE

Form 4

April 03, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURGOYNE CELESTE

(Last) (First) (Middle)

**C/O LULULEMON ATHLETICA
INC., 1818 CORNWALL AVE**

(Street)

VANCOUVER, A1 V6J 1C7

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
lululemon athletica inc. [LULU]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP Americas

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)
Common Stock	04/01/2019		M	3,994 A	\$ 0 13,225	D	
Common Stock ⁽¹⁾	04/01/2019		F	1,990 D	\$ 165.25 11,235	D	
Common Stock ⁽²⁾	04/01/2019		F	542 D	\$ 165.52 10,693	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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
Performance Share Units	(3)	04/01/2019		M		3,813		(3)	04/01/2019	Common Stock	3,813
Performance Share Units	(4)	04/01/2019		M		181		(4)	04/01/2019	Common Stock	181

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BURGOYNE CELESTE C/O LULULEMON ATHLETICA INC. 1818 CORNWALL AVE VANCOUVER, A1 V6J 1C7	EVP Americas

Signatures

/s/ Celeste Burgoyne by Erin Nicholas,
Attorney-in-Fact

04/03/2019

**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) Represents shares withheld for tax obligations in connection with settlement of performance share units.

(2) Represents shares withheld for tax obligations in connection with vesting of restricted stock units.

(3) Each performance share unit represents a contingent right to receive one share of the issuer's common stock. The performance share units were granted on April 1, 2016, with respect to the three-year period ending at the end of fiscal 2018. The issuer certified the achievement of the performance goals on March 27, 2019. The performance share units vested on April 1, 2019.

(4) Each performance share unit represents a contingent right to receive one share of the issuer's common stock. The performance share units were granted on December 9, 2016, with respect to the three-year period ending at the end of fiscal 2018. The issuer certified the achievement of the performance goals on March 27, 2019. The performance share units vested on April 1, 2019.

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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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