

RALPH LAUREN CORP

Form 4

November 08, 2013

**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 \*  
FARAH ROGER N

(Last) (First) (Middle)

RALPH LAUREN  
CORPORATION, 650 MADISON  
AVE

(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)  
11/07/2013

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)  
Executive Vice Chairman

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            | 11/07/2013                           |                                                    | M                              |                                                                   | 44,131 | A          | \$ 75.19                                                                                      | 297,551.92                                               | D                                                     |
| Class A Common Stock            | 11/07/2013                           |                                                    | M                              |                                                                   | 24,580 | A          | \$ 134.53                                                                                     | 322,131.92                                               | D                                                     |
| Class A Common Stock            | 11/07/2013                           |                                                    | M                              |                                                                   | 18,540 | A          | \$ 140.975                                                                                    | 340,671.92                                               | D                                                     |
| Class A                         | 11/07/2013                           |                                                    | D                              |                                                                   | 87,467 | D          | <u>(1)</u>                                                                                    | 253,204.92                                               | D                                                     |

Common  
Stock

|                            |            |   |        |   |                   |            |   |
|----------------------------|------------|---|--------|---|-------------------|------------|---|
| Class A<br>Common<br>Stock | 11/07/2013 | S | 42,100 | D | \$ 172.73<br>(2)  | 211,104.92 | D |
| Class A<br>Common<br>Stock | 11/07/2013 | S | 33,700 | D | \$ 173.88<br>(3)  | 177,404.92 | D |
| Class A<br>Common<br>Stock | 11/07/2013 | S | 18,454 | D | \$ 174.75<br>(4)  | 158,950.92 | D |
| Class A<br>Common<br>Stock | 11/07/2013 | S | 8,446  | D | \$ 175.93<br>(5)  | 150,504.92 | D |
| Class A<br>Common<br>Stock | 11/07/2013 | S | 8,051  | D | \$ 177.25<br>(6)  | 142,453.92 | D |
| Class A<br>Common<br>Stock | 11/07/2013 | S | 10,249 | D | \$ 177.89<br>(7)  | 132,204.92 | D |
| Class A<br>Common<br>Stock | 11/07/2013 | S | 900    | D | \$ 179.26<br>(8)  | 131,304.92 | D |
| Class A<br>Common<br>Stock | 11/07/2013 | S | 700    | D | \$ 180.08<br>(9)  | 130,604.92 | D |
| Class A<br>Common<br>Stock | 11/07/2013 | S | 18     | D | \$ 180.95         | 130,586.92 | D |
| Class A<br>Common<br>Stock | 11/08/2013 | S | 9,000  | D | \$ 172.93<br>(10) | 121,586.92 | D |
| Class A<br>Common<br>Stock | 11/08/2013 | S | 600    | D | \$ 173.57<br>(11) | 120,986.92 | D |

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.**

SEC 1474  
(9-02)

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

# Edgar Filing: RALPH LAUREN CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)       | 2.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or 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 of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                           |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Class A<br>Common<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 75.19                                                              | 11/07/2013                              |                                                             | M                                       | 44,131                                                                                                       | <u>(12)</u>                                                    | 07/16/2017         | Class A<br>Common<br>Stock                                          | 44,131                              |
| Class A<br>Common<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 134.53                                                             | 11/07/2013                              |                                                             | M                                       | 24,580                                                                                                       | <u>(13)</u>                                                    | 07/15/2018         | Class A<br>Common<br>Stock                                          | 24,580                              |
| Class A<br>Common<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 140.975                                                            | 11/07/2013                              |                                                             | M                                       | 18,540                                                                                                       | <u>(14)</u>                                                    | 07/16/2019         | Class A<br>Common<br>Stock                                          | 18,540                              |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships                    |
|------------------------------------------------------------------------------------|----------------------------------|
|                                                                                    | Director 10% Owner Officer Other |
| FARAH ROGER N<br>RALPH LAUREN CORPORATION<br>650 MADISON AVE<br>NEW YORK, NY 10022 | X Executive Vice Chairman        |

## Signatures

/s/ Yen D. Chu, Attorney-in-Fact for Roger N. Farah 11/08/2013

\_\_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).

## Edgar Filing: RALPH LAUREN CORP - Form 4

- (1) The restricted stock units were cancelled pursuant to the reporting person's employment agreement. The reporting person received a credit to his deferred compensation account as consideration for the cancellation.  
The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$172.43 to \$173.42. 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) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$173.44 to \$174.42. 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.
- (3) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$174.44 to \$175.43. 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 \$175.46 to \$176.45. 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 \$176.56 to \$177.56. 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) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$177.57 to \$178.41. 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.
- (7) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$178.58 to \$179.50. 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.
- (8) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$179.60 to \$180.25. 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.
- (9) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$172.47 to \$173.43. 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.
- (10) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$173.48 to \$173.61. 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.
- (11) The options vested and became exercisable in three equal installments on July 16, 2011, July 16, 2012 and March 30, 2013.
- (12) These options vest one-third on July 15, 2012, one-third on March 30, 2013 and one-third on March 30, 2013; however, the remaining one-third will not be exercisable until March 29, 2014.
- (13) These options vest and become exercisable in three equal annual installments beginning on July 16, 2013.
- (14)

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.