

HERMANN VALERIE
Form 4
May 31, 2018

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 *
HERMANN VALERIE

(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)
05/29/2018

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)
President, Global Brands

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 05/29/2018 | | F | 1,791 | D \$ 136.75 | 33,237 | D |
| Class A Common Stock | 05/29/2018 | | A | 17,175 | A \$ 50,412 | | D |
| Class A Common Stock | 05/29/2018 | | F | 2,898 | D \$ 136.75 | 47,514 | D |
| Class A Common Stock | 05/29/2018 | | F | 600 | D \$ 46,914 | | D |

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| | | | | | | | |
|----------------------|------------|--|---|-------|---|-----------|----------|
| Common Stock | | | | | | 136.75 | |
| Class A Common Stock | 05/29/2018 | | A | 3,906 | A | ⑒ | 50,820 D |
| Class A Common Stock | 05/29/2018 | | F | 2,080 | D | \$ 136.75 | 48,740 D |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HERMANN VALERIE RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022 | | | President, Global Brands | |

Signatures

/s/ Avery S. Fischer, Attorney-in-Fact for Valerie Hermann 05/31/2018

__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).

Represents shares of the issuer's Class A Common Stock issued to the reporting person as performance-based restricted stock units, granted under the issuer's Amended and Restated 2010 Long-Term Stock Incentive Plan, which have been deemed to be earned based on

(1) the issuer's achievement of certain applicable performance conditions. One-third of these performance-based restricted stock units vested following the end of the issuer's Fiscal 2018. The remainder are no longer subject to performance and will vest in two equal annual installments following the end of the issuer's Fiscal 2019 and Fiscal 2020, respectively.

(2) Represents shares of the issuer's Class A Common Stock issued to the reporting person in respect of the vesting of performance-based stock units granted under the issuer's Amended and Restated 2010 Long-Term Stock Incentive Plan.

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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