

LAUREN RALPH
Form 4
December 20, 2011

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 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)
12/19/2011

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) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

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 | 13,249,000 |
| Class B Common Stock | (1) | 12/19/2011 | G | V | 826,640 | | (1) | (1) | Class A Common Stock | 826,640 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 1,460,397 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 810,043 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | 120,365 |
| Class B Common Stock | (1) | | | | | | (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 AVE NEW YORK, NY 10022 | X | X | Chairman & CEO | |

Signatures

/s/ Yen D. Chu,
Attorney-in-Fact

12/20/2011

**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 reporting person has the right, at his 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.

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(2) Reflects a distribution on December 19, 2011 to the reporting person of 98,728 shares of Class B Common Stock from a grantor retained annuity trust of which the reporting person is the investment trustee and a distribution on December 19, 2011 to the reporting person of 155,408 shares of Class B Common Stock from a terminating grantor retained annuity trust of which the reporting person was the investment trustee.

(3) Reflects a gift on December 19, 2011 to a successor trust for the benefit of the issue of the reporting person and for various trusts of which the reporting person is a grantor of 826,640 shares of Class B Common Stock from a terminating grantor retained annuity trust of which the reporting person was the investment trustee. Neither the reporting person nor the reporting person's wife is a trustee of such successor trust. In addition, this aggregate amount also reflects distributions described in footnote 2 above.

(4) These shares of Class B Common Stock are held by a successor trust of which the reporting person is the investment trustee.

(5) These shares of Class B Common Stock are held by a successor trust of which the reporting person's wife is the investment trustee.

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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