

LAUREN RALPH
Form 4
May 30, 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)
05/29/2012

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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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 any	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	13,534,5
Class B Common Stock	(1)	05/29/2012	G	V	1,085,965		(1)	(1)	Class A Common Stock	1,085,96
Class B Common Stock	(1)						(1)	(1)	Class A Common Stock	1,629,0
Class B Common Stock	(1)	05/29/2012	G	V	641,396		(1)	(1)	Class A Common Stock	641,39
Class B Common Stock	(1)						(1)	(1)	Class A Common Stock	120,36
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 AVENUE NEW YORK, NY 10022	X	X	Chairman & CEO	

Signatures

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

05/30/2012

__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 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.

(2)

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Reflects a distribution on May 29, 2012 to the reporting person of 285,540 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 May 29, 2012 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 1,085,965 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 reflects the distribution described in footnote 2 above.

(4) Reflects a distribution on May 29, 2012 to the reporting person's wife of 168,647 shares of Class B Common Stock from a terminating grantor retained annuity trust of which the reporting person's wife was the investment trustee.

(5) Reflects a gift on May 29, 2012 to a successor trust for the benefit of the issue of the reporting person's wife and for various trusts of which the reporting person is a grantor of 641,396 shares of Class B Common Stock from a terminating grantor retained annuity trust of which the reporting person's wife 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 reflects the distribution described in footnote 4 above.

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

(7) 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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