

LAUREN RALPH  
Form 4  
December 20, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAUREN RALPH

2. Issuer Name and Ticker or Trading Symbol  
RALPH LAUREN CORP [RL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

RALPH LAUREN CORPORATION, 650 MADISON AVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

**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 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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