SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPR	OVAL						
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

1. Name and Addr	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>RALPH LAUREN CORP</u> [RL]	(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					Director	Λ	10% Owner			
				- x	Officer (give title		Other (specify			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)		below)		below)			
RALPH LAUF	REN CORPOR	ATION	01/20/2012	Chairman & CEO						
650 MADISON AVE										
			4. If Amendment, Date of Original Filed (Month/Day/Year)	Iment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/G						
(Street)				Line)		-				
NEW YORK	NY	10022		X	Form filed by On	e Repor	ting Person			
			—		Form filed by Mo Person	re than	One Reporting			
(City)	(State)	(Zip)		1						

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	01/20/2012		М		12,500	A	\$25.325	629,204.99	D	
Class A Common Stock	01/20/2012		S ⁽¹⁾		12,500	D	\$146.96(2)	616,704.99	D	

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. Transa Code (8)		of Deri Seci Acq (A) o Disp of (E	umber vative urities uired or oosed o) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		e and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Common Stock Option (Right to Buy)	\$25.325	01/20/2012		М			12,500	(3)	06/23/2013	Class A Common Stock	12,500	\$0	137,500	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by the reporting person.

2. The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$146.86 to \$147.31. 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.

3. The options vested and became exercisable in three equal annual installments beginning on June 23, 2004. These options are scheduled to expire on June 23, 2013.

<u>/s/ Yen D. Chu, Attorney-in-</u>	01/2
<u>Fact</u>	01/2
** Signature of Reporting Person	Date

Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

1/20/2012