

Wilson Dennis J.  
Form 4  
May 17, 2013

**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 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wilson Dennis J.

(Last) (First) (Middle)

C/O LULULEMON ATHLETICA  
INC., 400 - 1818 CORNWALL  
AVENUE

(Street)

VANCOUVER, A1 V6J 1C7

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
lululemon athletica inc. [LULU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2013

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)

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)
Common Stock	05/15/2013		C <sup>(1)</sup>	159,188	A	161,329	D
Common Stock	05/15/2013		S <sup>(7)</sup>	159,188	D	\$ 81.4043 (6)	2,141 D
Common Stock	05/16/2013		C <sup>(1)</sup>	6,532	A	8,673	D
Common Stock	05/16/2013		S <sup>(7)</sup>	6,532	D	\$ 81.3004 (8)	2,141 D

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Common Stock 05/17/2013 C<sup>(1)</sup> 37,862 A (2) 40,003 D

Common Stock 05/17/2013 S<sup>(7)</sup> 37,862 D \$ 81.2592 2,141 D  
(9)

Common Stock 10,328,858 I By LIPO Investments (USA) Inc

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

**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 control number.**

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Exchangeable Shares of Lulu Canadian Holding, Inc.	<u>(2)</u>	05/15/2013		C <sup>(3)</sup>	159,188	<u>(4)</u> <u>(5)</u>	Common Stock 159,188
Exchangeable Shares of Lulu Canadian Holding, Inc.	<u>(2)</u>	05/16/2013		C <sup>(3)</sup>	6,532	<u>(4)</u> <u>(5)</u>	Common Stock 6,532
Exchangeable Shares of Lulu Canadian Holding, Inc.	<u>(2)</u>	05/17/2013		C <sup>(3)</sup>	37,862	<u>(4)</u> <u>(5)</u>	Common Stock 37,862

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilson Dennis J. C/O LULULEMON ATHLETICA INC.	X	X		

400 - 1818 CORNWALL AVENUE  
VANCOUVER, A1 V6J 1C7

## Signatures

/s/ Dennis J. Wilson, by David Negus,  
Attorney-in-Fact

05/17/2013

\_\_\_\_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) Shares obtained on conversion of exchangeable shares of Lulu Canadian Holding, Inc. for shares of lululemon athletica inc. for no consideration, exempt under 16b-6b.
- (2) 1-1 exchange ratio.
- (3) Shares surrendered on conversion of exchangeable shares of Lulu Canadian Holding, Inc. for shares of lululemon athletica inc. for no consideration, exempt under Rule 16b-6b.
- (4) Immediately exchangeable for shares of lululemon common stock on a 1-to-1 ratio.
- (5) No expiration date.

Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.25 to \$81.635, inclusive.

- (6) For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2012.

Represents a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$81.25 to \$81.43, inclusive.

- (8) For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Represents a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$81.25 to \$81.315, inclusive.

- (9) For all transactions reported in this Form 4 utilizing a weighted-average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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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