

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-14** | Period of Report: **2012-06-29**
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REPORTING OWNER

Wilson Dennis J.

CIK: **1407029**

Type: **4/A** | Act: **34** | File No.: **001-33608** | Film No.: **13528899**

Mailing Address

400 - 1818 CORNWALL

AVENUE

VANCOUVER A1 V6J 1C7

ISSUER

lululemon athletica inc.

CIK: **1397187** | IRS No.: **203842867** | State of Incorporation: **DE** | Fiscal Year End: **0130**
SIC: **2300** Apparel & other finished products of fabrics & similar material

Mailing Address

400 - 1818 CORNWALL

AVENUE

VANCOUVER A1 V6J 1C7

Business Address

400 - 1818 CORNWALL

AVENUE

VANCOUVER A1 V6J 1C7

604-732-6124

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Wilson Dennis J.			2. Issuer Name and Ticker or Trading Symbol lululemon athletica inc. [LULU]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/29/2012			
400 - 1818 CORNWALL AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year) 06/29/2012		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
VANCOUVER, A1 V6J 1C7						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/10/2013		C	(1)	100,000	A	(2)	102,141 (13)	D	
Common Stock	01/10/2013		S	(3)	87,200	D	\$70.3541 (4)	14,941	D	
Common Stock	01/10/2013		S	(3)	12,800	D	\$70.9208 (5)	2,141	D	
Common Stock	01/11/2013		C	(1)	100,000	A	(2)	102,141	D	
Common Stock	01/11/2013		S	(3)	55,600	D	\$70.3951 (6)	46,541	D	
Common Stock	01/11/2013		S	(3)	44,400	D	\$70.8251 (7)	2,141	D	
Common Stock	01/14/2013		C	(1)	100,000	A	(2)	102,141	D	
Common Stock	01/14/2013		S	(3)	68,800	D	\$71.9992 (8)	33,341	D	
Common Stock	01/14/2013		S	(3)	31,200	D	\$71.1885 (9)	2,141	D	
Common Stock								10,328,858	I	By LIPO Investments (USA) Inc.

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 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

											of Shares				
Exchangeable Shares of Lulu Canadian Holding, Inc.	(2)	06/29/2012		<u>G</u> (14)	<u>V</u>		23,000	(11)	(12)	Common Stock	23,000	\$ 0	31,862,456 (13)	D	
Exchangeable Shares of Lulu Canadian Holding, Inc.	(2)	12/28/2012		<u>G</u> (14)	<u>V</u>		13,500	(11)	(12)	Common Stock	13,500	\$ 0	31,848,956	D	
Exchangeable Shares of Lulu Canadian Holding, Inc.	(2)	01/10/2013		<u>C</u> (10)			100,000	(11)	(12)	Common Stock	100,000	\$ 0	31,748,956	D	
Exchangeable Shares of Lulu Canadian Holding, Inc.	(2)	01/11/2013		<u>C</u> (10)			100,000	(11)	(12)	Common Stock	100,000	\$ 0	31,648,956	D	
Exchangeable Shares of Lulu Canadian Holding, Inc.	(2)	01/14/2013		<u>C</u> (10)			100,000	(11)	(12)	Common Stock	100,000	\$ 0	31,548,956	D	

Explanation of Responses:

- 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.
- 1 to 1 exchange ratio.
- 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 \$69.8100 to \$70.8040, inclusive. 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 \$70.8100 to \$71.0800, inclusive. 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 \$69.9200 to \$70.6800, inclusive. 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 \$70.6900 to \$71.1300, inclusive. 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 \$71.5500 to \$72.5200, inclusive. 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 \$70.9100 to \$71.5200, inclusive. 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.
- 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.
- Immediately exchangeable for shares of lululemon common stock on a 1-to-1 ratio.
- No expiration date.
- This amended filing reflects that the gift by the reporting person made June 29, 2012 was a gift of exchangeable shares of Lulu Canadian Holding, Inc. and not a gift of shares of common stock of lululemon athletica inc.
- The reported transaction reflects the reporting person's gift of exchangeable shares of Lulu Canadian Holding, Inc. to registered charities for philanthropic purposes.

Signatures

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

01/14/2013

** Signature of Reporting Person

Date

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.