

LANDS' END, INC.
Form 4
May 24, 2016

FORM 4

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

OMB APPROVAL

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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 *
WILLIAMS DORIAN R.

(Last) (First) (Middle)
1 LANDS END LANE

(Street)
DODGEVILLE, WI 53595

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LANDS' END, INC. [LE]

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2016

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)
SVP/ Gen. Counsel/ Corp. Sec.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 05/20/2016 | | M | 1,542 (1) A (2) | 1,882 | D | |
| Common Stock | 05/20/2016 | | M | 2,280 (3) A (2) | 4,162 | D | |
| Common Stock | 05/20/2016 | | F | 689 (4) D \$ 18.11 | 3,473 | D | |

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

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number.

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) | 8. Pr Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 05/20/2016 | | M | 1,542 | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,542 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 05/20/2016 | | M | 2,280 | <u>(5)</u> | <u>(5)</u> | Common Stock | 2,280 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS DORIAN R. 1 LANDS END LANE DODGEVILLE, WI 53595 | | | SVP/ Gen. Counsel/ Corp. Sec. | |

Signatures

/s/ Dorian R. Williams
05/24/2016

**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).
- Represents shares of common stock issued under restricted stock units ("RSUs") that vested on May 20, 2015 ("Initial Vesting Date") and
- (1) upon the approval of the Lands' End, Inc. Stock Plan, as amended, by the company's stockholders on June 5, 2015. RSUs that vested on the Initial Vesting Date will be settled within 30 days after May 20, 2016.
 - (2) RSUs convert into common stock on a one-for-one basis upon satisfaction of the vesting considerations.
 - (3) Represents shares of common stock issued under RSUs that vested on May 20, 2016.
 - (4)

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Represents shares surrendered to the issuer for payment of the reporting person's tax withholding obligation incurred in connection with the vesting of RSUs on May 20, 2016.

- (5) On August 11, 2014, the reporting person was granted 9,118 RSUs, vesting in three installments on May 20, 2015 (25%), May 20, 2016 (25%), and May 20, 2017 (50%).

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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