

STEMBERG THOMAS

Form 4

June 18, 2010

**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 \*  
**STEMBERG THOMAS**

(Last) (First) (Middle)

**C/O HIGHLAND CAPITAL PARTNERS, 92 HAYDEN AVENUE**

(Street)

**LEXINGTON, MA 02109**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/16/2010**

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					930	I	Trust <sup>(1)</sup>
Common Stock	06/16/2010		M	2,860 A \$ 18	13,245	D	
Common Stock	06/16/2010		S	2,860 D \$ 44	10,385	D	
Common Stock	06/16/2010		M	2,654 A \$ 13.83	13,039	D	
Common Stock	06/16/2010		S	2,654 D \$ 44	10,385	D	

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Common Stock	06/16/2010	M	2,963	A	\$ 28.58	13,348	D
Common Stock	06/16/2010	S	2,963	D	\$ 44	10,385	D
Common Stock	06/16/2010	M	1,000	A	\$ 18	11,385	D

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

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(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18	06/16/2010		M	2,860	<sup>(2)</sup> 07/25/2017	Common Stock	2,860
Stock Option (Right to Buy)	\$ 13.83	06/16/2010		M	2,654	<sup>(3)</sup> 06/15/2016	Common Stock	2,654
Stock Option (Right to Buy)	\$ 28.58	06/16/2010		M	2,963	<sup>(4)</sup> 06/03/2018	Common Stock	2,963
Stock Option (Right to Buy)	\$ 18	06/16/2010		M	1,000	<sup>(2)</sup> 07/25/2017	Common Stock	1,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEMBERG THOMAS C/O HIGHLAND CAPITAL PARTNERS 92 HAYDEN AVENUE LEXINGTON, MA 02109	X			

# Signatures

Thomas Stemberg, by David Negus, Attorney-in-Fact	06/18/2010
__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).  
 These securities are owned in trust and were received by such trust in a distribution made on a pro rata basis from Highland Entrepreneurs  
 (1) Fund VI, Limited Partnership and from Highland Management Partners VI Limited Partnership for no consideration in a transaction exempt under Rule 16a-9a.  
 (2) These options vested as to 25% on each of July 26, 2008 and July 26, 2009 and shall vest as to 25% per year on each of July 26, 2010 and July 26, 2011.  
 (3) These options vested as to 25% on June 15, 2010 and shall vest as to 25% per year on each of June 15, 2011, June 15, 2012 and June 15, 2013.  
 (4) These options vested as to 25% per year on each of June 4, 2009 and June 4, 2010 and shall vest as to 25% per year on each of June 4, 2011 and June 4, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.