

LANDS' END, INC.

Form 4

May 24, 2016

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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCRACKEN BERNARD LOUIS
III

(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
____X____ Officer (give title ____ Other (specify
below) below)

VP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 05/20/2016 | | M | 625 ⁽¹⁾ A ₍₂₎ | 625 | D | |
| Common Stock | 05/20/2016 | | M | 949 ⁽³⁾ A ₍₂₎ | 1,574 | D | |
| Common Stock | 05/20/2016 | | F | 324 ⁽⁴⁾ D \$ 18.11 | 1,250 | D | |

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

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information contained in this form are not
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SEC 1474
(9-02)

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. Price or Value of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 05/20/2016 | | M | 625 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 625 \$ 0 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 05/20/2016 | | M | 949 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 949 \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCRACKEN BERNARD LOUIS III 1 LANDS END LANE DODGEVILLE, WI 53595 | | | VP, Chief Accounting Officer | |

Signatures

/s/ Bernard L. McCracken 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.

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- (4) 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 1, 2014, the reporting person was granted 3,797 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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