

| 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 or Section 30(h) of the Investment Company Act of 1940

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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>BURGOYNE CELESTE</u> (Last) (First) (Middle) C/O LULULEMON ATHLETICA INC. 1818 CORNWALL AVENUE (Street) VANCOUVER A1 V6J 1Cy (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>lululemon athletica inc. [LULU]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP Americas Retail |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2020 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/31/2020 | | M | | 11,589 | A | \$0 | 22,144 | D | |
| Common Stock ⁽¹⁾ | 03/31/2020 | | F | | 6,201 | D | \$189.55 | 15,943 | D | |
| Common Stock ⁽²⁾ | 03/31/2020 | | F | | 386 | D | \$189.55 | 15,557 | D | |

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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Performance Share Units | (3) | 03/31/2020 | | M | | | 9,899 | (3) | 03/31/2020 | Common Stock | 9,899 | \$0 | 0 | D | |
| Performance Share Units | (4) | 03/31/2020 | | M | | | 1,690 | (4) | 03/31/2020 | Common Stock | 1,690 | \$0 | 0 | D | |

Explanation of Responses:

- Represents shares withheld for tax obligations in connection with settlement of performance share units.
- Represents shares withheld for tax obligations in connection with vesting of restricted stock units.
- Each performance share unit represents a contingent right to receive one share of the issuer's common stock. The performance share units were granted on March 31, 2017, with respect to the three-year period ending at the end of fiscal 2019. The issuer certified the achievement of the performance goals on March 26, 2020. The performance share units vested on March 31, 2020.
- Each performance share unit represents a contingent right to receive one share of the issuer's common stock. The performance share units were granted on June 13, 2017, with respect to the three-year period ending at the end of fiscal 2019. The issuer certified the achievement of the performance goals on March 26, 2020. The performance share units vested on March 31, 2020.

/s/ Celeste Burgoyne by Alex Grieve, Attorney-in-Fact 04/02/2020

** 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.

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