

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McCRACKEN BERNARD LOUIS III</u>  (Last) (First) (Middle) 1 LANDS END LANE  (Street) DODGEVILLE WI 53595  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LANDS' END, INC. [ LE ]</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) <u>VP, Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2016</u>	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2016		M		625 <sup>(1)</sup>	A	(2)	625	D	
Common Stock	05/20/2016		M		949 <sup>(3)</sup>	A	(2)	1,574	D	
Common Stock	05/20/2016		F		324 <sup>(4)</sup>	D	\$18.11	1,250	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
Restricted Stock Units	\$0.0 <sup>(2)</sup>	05/20/2016		M		625		(5)	(5)	Common Stock	625	\$0	6,742	D	
Restricted Stock Units	\$0.0 <sup>(2)</sup>	05/20/2016		M		949		(5)	(5)	Common Stock	949	\$0	5,793	D	

**Explanation of Responses:**

- Represents shares of common stock issued under restricted stock units ("RSUs") that vested on May 20, 2015 ("Initial Vesting Date") and 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.
- RSUs convert into common stock on a one-for-one basis upon satisfaction of the vesting considerations.
- Represents shares of common stock issued under RSUs that vested on May 20, 2016.
- 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.
- 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%).

**Remarks:**

/s/ Bernard L. McCracken 05/24/2016

\*\* 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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