

KOSH MITCHELL ALAN  
 Form 4  
 June 09, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 KOSH MITCHELL ALAN

2. Issuer Name and Ticker or Trading Symbol  
 POLO RALPH LAUREN CORP  
 [RL]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior VP, Human Resources

(Last) (First) (Middle)  
 C/O POLO RALPH LAUREN CORPORATION, 650 MADISON AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/08/2011

NEW YORK, NY 10022  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Class A Common Stock            | 06/08/2011                           |  | M                              |   | 2,904 A \$ 100.56 2,904   | D  |   |
| Class A Common Stock            | 06/08/2011                           |  | M                              |   | 3,090 A \$ 57.755 5,994   | D  |   |
| Class A Common Stock            | 06/08/2011                           |  | M                              |   | 1,851 A \$ 54.145 7,845   | D  |   |

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|                            |            |   |       |   |            |       |   |
|----------------------------|------------|---|-------|---|------------|-------|---|
| Class A<br>Common<br>Stock | 06/08/2011 | S | 7,845 | D | \$ 121.1   | 0     | D |
| Class A<br>Common<br>Stock | 06/08/2011 | A | 437   | A | Ⓛ          | 437   | D |
| Class A<br>Common<br>Stock | 06/08/2011 | F | 202   | D | \$ 120.305 | 235   | D |
| Class A<br>Common<br>Stock | 06/08/2011 | A | 4,982 | A | Ⓛ          | 5,217 | D |
| Class A<br>Common<br>Stock | 06/08/2011 | F | 2,304 | D | \$ 120.305 | 2,913 | D |
| Class A<br>Common<br>stock | 06/08/2011 | A | 659   | A | Ⓛ          | 3,572 | D |
| Class A<br>Common<br>Stock | 06/08/2011 | F | 305   | D | \$ 120.305 | 3,267 | D |
| Class A<br>Common<br>Stock | 06/08/2011 | A | 457   | A | Ⓛ          | 3,724 | D |
| Class A<br>Common<br>Stock | 06/08/2011 | F | 212   | D | \$ 120.305 | 3,512 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Derivative<br>Securities<br>(Instr. 3 and 4) |              |
|---|--|---|---|--------------------------------------|---|--|---|---|--------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or |

|   |           |            |   |       |     |            |                            | Number<br>of<br>Shares |
|---|-----------|------------|---|-------|-----|------------|----------------------------|------------------------|
| Class A<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 100.56 | 06/08/2011 | M | 2,904 | (2) | 07/16/2014 | Class A<br>Common<br>Stock | 2,904                  |
| Class A<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 57.755 | 06/08/2011 | M | 3,090 | (3) | 07/14/2015 | Class A<br>Common<br>Stock | 3,090                  |
| Class A<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 54.145 | 06/08/2011 | M | 1,851 | (4) | 07/16/2016 | Class A<br>Common<br>Stock | 1,851                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| KOSH MITCHELL ALAN<br>C/O POLO RALPH LAUREN CORPORATION<br>650 MADISON AVENUE<br>NEW YORK, NY 10022 |               |           | Senior VP, Human Resources |       |

## Signatures

/s/ Yen D. Chu, 06/09/2011  
Attorney-in-Fact

\_\_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).
- (1) Represents shares of the issuer's Class A Common Stock issued to the reporting person in respect of the vesting of performance-based restricted stock units granted under the issuer's 1997 Long-Term Stock Incentive Plan.
- (2) The options vested and became exercisable in three equal annual installments beginning on July 16, 2008.
- (3) The options vested and became exercisable in three equal annual installments beginning on July 14, 2009.
- (4) The options vested and became exercisable in three equal annual installments beginning on July 16, 2010.

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.