

KOSH MITCHELL ALAN
Form 4
June 09, 2011

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

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

____ Director
 Officer (give title below) _____ Other (specify below)
Senior VP, Human Resources

C/O POLO RALPH LAUREN CORPORATION, 650 MADISON AVENUE

(Street)

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

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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. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOSH MITCHELL ALAN C/O POLO RALPH LAUREN CORPORATION 650 MADISON AVENUE 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.