

KOSH MITCHELL ALAN
 Form 4
 February 07, 2005

FORM 4

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

OMB APPROVAL

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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 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)
02/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President, HR

C/O POLO RALPH LAUREN CORP, 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	02/03/2005		M	15,000	A	\$ 16.2812	15,000	D
Class A Common Stock	02/03/2005		M	5,000	A	\$ 23.79	20,000	D
Class A Common Stock	02/03/2005		S	5,000	D	\$ 38.59	15,000	D
Class A Common Stock	02/03/2005		S	1,000	D	\$ 38.6	14,000	D

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Common Stock							
Class A Common Stock	02/03/2005	S	1,000	D	\$ 38.69	13,000	D
Class A Common Stock	02/03/2005	S	2,000	D	\$ 38.7	11,000	D
Class A Common Stock	02/03/2005	S	10,000	D	\$ 38.74	1,000	D
Class A Common Stock	02/03/2005	S	1,000	D	\$ 38.8	0	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option issued pursuant 1997 Long-Term Stock Incentive Plan	\$ 16.2812	02/03/2005		M	15,000	<u>(1)</u>	09/29/2010	Class A Common Stock	15,000
Option issued pursuant 1997 Long-Term	\$ 23.79	02/03/2005		M	5,000	<u>(2)</u>	05/22/2013	Class A Common Stock	5,000

Stock
Incentive
Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOSH MITCHELL ALAN C/O POLO RALPH LAUREN CORP 650 MADISON AVENUE NEW YORK, NY 10022			Senior Vice President, HR	

Signatures

/s/ Edward W. Scheuermann, Attorney-in-Fact for Mitchell A.
Kosh

02/04/2005

__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) 25,000 options were granted on 9/29/2000. These options vested and became exercisable in three equal annual installments beginning September 29, 2001.
 - (2) 25,000 options were granted on 5/22/2003. These options vest and become exercisable in three equal annual installments beginning May 22, 2004.

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.