

KOSH MITCHELL ALAN

Form 4

February 07, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOSH MITCHELL ALAN

(Last) (First) (Middle)

C/O POLO RALPH LAUREN
CORP, 650 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/03/2005		M		15,000	A	\$ 16.2812
Class A Common Stock	02/03/2005		M		5,000	A	\$ 23.79
Class A Common Stock	02/03/2005		S		5,000	D	\$ 38.59
Class A Common Stock	02/03/2005		S		1,000	D	\$ 38.6

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Common
Stock

Class A Common Stock	02/03/2005	S	1,000	D	\$ 38.69	13,000	D
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Class A Common Stock	02/03/2005	S	2,000	D	\$ 38.7	11,000	D
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Class A Common Stock	02/03/2005	S	10,000	D	\$ 38.74	1,000	D
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Class A Common Stock	02/03/2005	S	1,000	D	\$ 38.8	0	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	
				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
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**Signature of Reporting Person	Date
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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.
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