

BROWN JOYCE F
Form 4
November 23, 2010

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 *
BROWN JOYCE F

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)
11/23/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 11/23/2010 | | M | 1,608 | A \$ 87.87 | 4,628 | D |
| Class A Common Stock | 11/23/2010 | | M | 669 | A \$ 59.8 | 5,297 | D |
| Class A Common Stock | 11/23/2010 | | M | 963 | A \$ 41.98 | 6,260 | D |

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| | | | | | | | |
|---------|------------|--|---|-------|----|------------|-------|
| Class A | | | | | \$ | | |
| Common | 11/23/2010 | | S | 4,054 | D | 106.34 | 2,206 |
| Stock | | | | | | <u>(1)</u> | D |

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

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class A Common Stock Option (Right to Buy) | \$ 87.87 | 11/23/2010 | | M | 1,608 | <u>(2)</u> 04/01/2014 | Class A Common Stock | 1,608 |
| Class A Common Stock Option (Right to Buy) | \$ 59.8 | 11/23/2010 | | M | 669 | <u>(3)</u> 04/01/2015 | Class A Common Stock | 669 |
| Class A Common Stock Option (Right to Buy) | \$ 41.98 | 11/23/2010 | | M | 963 | <u>(4)</u> 04/01/2016 | Class A Common Stock | 963 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN JOYCE F
C/O POLO RALPH LAUREN CORPORATION
650 MADISON AVENUE
NEW YORK, NY 10022

X

Signatures

/s/ Yen D. Chu,
Attorney-in-Fact

11/23/2010

__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).

The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged

- (1) from \$106.33 to \$106.35. Upon request of the SEC staff, Polo Ralph Lauren Corporation the ("Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (2) The options vested and became exercisable in three equal annual installments beginning on April 1, 2008.
- (3) The options vested and became exercisable in three equal annual installments beginning on April 1, 2009.
- (4) The options vested and became exercisable in three equal annual installments beginning on April 1, 2010.

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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