

LAUREN RALPH
Form 4
March 04, 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

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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 *
LAUREN RALPH

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)
650 MADISON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2010

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

NEW YORK, NY 10022

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|----------------------|------------------------------|------------------|------------|---|------------------|-----------------|----------------------|----------------------|
| | | | Code | V (A) (D) | | | | |
| Class B Common Stock | (1) | 03/02/2010 | J(2)(3) | 1,557,503 (4) | (1) | (1) | Class A Common Stock | 1,557 |
| Class B Common Stock | (1) | 03/02/2010 | J(2)(3) | 10,310,514 (5) | (1) | (1) | Class A Common Stock | 10,310 |
| Class B Common Stock | (1) | | | | (1) | (1) | Class A Common Stock | 22,250 (6) |
| Class B Common Stock | (1) | | | | (1) | (1) | Class A Common Stock | 5,904 |
| Class B Common Stock | (1) | | | | (1) | (1) | Class A Common Stock | 3,183 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LAUREN RALPH 650 MADISON AVENUE NEW YORK, NY 10022 | X | X | Chairman & CEO | |

Signatures

/s/ Ralph Lauren 03/04/2010

__Signature of Date
Reporting Person

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) Each share of Class B Common Stock is immediately convertible on a one-for-one basis into a share of Class A Common Stock.
On March 2, 2010, (i) the reporting person received a distribution of his pro rata interest in the shares of Class B Common Stock held by RL Family, L.P. and (ii) RL Holding, L.P. distributed the shares of Class B Common Stock it held on a pro rata basis to the reporting person, RL Holding Group, Inc. and RL Family, L.P. On March 3, 2010, (i) RL Holding Group, Inc. distributed the shares of Class B Common Stock it held to the reporting person and (ii) RL Family, L.P. distributed the 8,792,342 shares of Class B Common Stock it held to Lauren Family, L.L.C., a limited liability company of which the members are trusts for the benefit of the reporting person's children.
 - (3) The distributions reported in this Form 4 were effected in connection with the reporting person's individual long-term estate planning strategy and to simplify the reporting person's holding structures of Class B Common Stock.

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- (4) Of these 1,557,503 shares of Class B Common Stock, 383,280 shares of Class B Common Stock were distributed to the reporting person.
- (5) Of these 10,310,514 shares of Class B Common Stock, 2,589,290 shares of Class B Common Stock were distributed to the reporting person and 103,105 shares of Class B Common Stock were distributed to RL Holding Group, Inc.

This number includes (i) 383,280 shares of Class B Common Stock that the reporting person received in a distribution from RL Family, L.P. on March 2, 2010, (ii) 2,589,290 shares of Class B Common Stock that the reporting person received in a distribution from RL

- (6) Holding, L.P. on March 2, 2010 and (iii) 133,834 shares of Class B Common Stock that the reporting person received in a distribution from RL Holding Group, Inc. on March 3, 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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