

CHANEY GERALD M

Form 4

November 23, 2004

**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

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHANEY GERALD M

(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)  
11/22/2004

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 and CFO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/22/2004		M		20,000	A	\$ 26.705 20,000
Class A Common Stock	11/22/2004		S		6,300	D	\$ 39.75 13,700
Class A Common Stock	11/22/2004		S		400	D	\$ 39.77 13,300
Class A	11/22/2004		S		1,100	D	\$ 39.81 12,200

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Common  
Stock

Class A Common Stock	11/22/2004	S	2,000	D	\$ 39.82	10,200	D
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Class A Common Stock	11/22/2004	S	2,300	D	\$ 39.83	7,900	D
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Class A Common Stock	11/22/2004	S	2,600	D	\$ 39.84	5,300	D
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Class A Common Stock	11/22/2004	S	1,000	D	\$ 39.85	4,300	D
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Class A Common Stock	11/22/2004	S	1,100	D	\$ 39.86	3,200	D
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Class A Common Stock	11/22/2004	S	200	D	\$ 39.87	3,000	D
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Class A Common Stock	11/22/2004	S	400	D	\$ 39.91	2,600	D
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Class A Common Stock	11/22/2004	S	400	D	\$ 39.93	2,200	D
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Class A Common Stock	11/22/2004	S	2,000	D	\$ 39.96	200	D
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Class A Common Stock	11/22/2004	S	200	D	\$ 39.97	0	D
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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.**

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option issued pursuant 1997 Long-Term Stock Incentive Plan	\$ 26.705	11/22/2004		M			20,000	<u>(1)</u>	06/19/2011	Class A Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANEY GERALD M C/O POLO RALPH LAUREN CORP 650 MADISON AVENUE NEW YORK, NY 10022			Senior Vice President and CFO	

## Signatures

/s/ Edward W. Sheuermann, Attorney-in-Fact for Gerald Chaney 11/23/2004

\_\_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) 35,000 options were granted on 6/19/01. Options vested and became exercisable in three equal annual installments beginning June 19, 2002.

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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