

Nemerov Jackwyn
Form 4
November 18, 2010

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 *
Nemerov Jackwyn

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)
11/15/2010

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 11/15/2010 | | S ⁽¹⁾ | | 1,821 | D | |
| | | | | | \$ 104.08 | | 9,702 |
| Class A Common Stock | 11/15/2010 | | M | | 12,904 | A | |
| | | | | | \$ 43.035 | | 22,606 |
| Class A Common Stock | 11/15/2010 | | S | | 12,904 | D | |
| | | | | | \$ 106.24 | | 9,702 |
| | | | | | <u>(2)</u> | | |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|------------------|--------|---|
| Class A Common Stock | 11/18/2010 | M | 42,000 | A | \$ 43.035 | 51,702 | D |
| Class A Common Stock | 11/18/2010 | M | 25,875 | A | \$ 55.425 | 77,577 | D |
| Class A Common Stock | 11/18/2010 | S | 67,175 | D | \$ <u>(3)</u> | 10,402 | D |
| Class A Common Stock | 11/18/2010 | S | 700 | D | \$ <u>(4)</u> | 9,702 | 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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Class A Common Stock Option (Right to Buy) | \$ 43.035 | 11/15/2010 | | M | 12,094 | <u>(5)</u> | 06/15/2015 | Class A Common Stock | 12,094 |
| Class A Common Stock Option (Right to Buy) | \$ 43.035 | 11/18/2010 | | M | 42,000 | <u>(5)</u> | 06/15/2015 | Class A Common Stock | 42,000 |
| Class A Common Stock | \$ 55.425 | 11/18/2010 | | M | 25,875 | <u>(6)</u> | 06/18/2013 | Class A Common Stock | 25,875 |

Option
(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nemerov Jackwyn C/O POLO RALPH LAUREN CORPORATION 650 MADISON AVENUE NEW YORK, NY 10022 | X | | Executive Vice President | |

Signatures

/s/ Yen D. Chu, 11/18/2010
Attorney-in-Fact

__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) The sale of 1,821 shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously established by the reporting person.

(2) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$106.00 to \$106.50. 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.

(3) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$106.00 to \$106.99. Upon request of the SEC staff, 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.

(4) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$107.02 to \$107.14. Upon request of the SEC staff, 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.

(5) The options vested and became exercisable in three equal annual installments beginning on June 15, 2006.

(6) The options vested and became exercisable in three equal annual installments beginning on June 8, 2007.

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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