SEC Form 4

**FORM 4**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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| 1. Name and Address of Reporting Person* <br><br>CHANEY GERALD M <br><br>(Last) (First) (Middle) <br><br>C/O POLO RALPH LAUREN CORP <br><br>650 MADISON AVENUE <br><br>(Street) <br><br>NEW YORK NY 10022 <br><br>(City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br>POLO RALPH LAUREN CORP [ RL ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br>06/08/2004 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) <br>06/14/2004 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br>Director    10% Owner <br>X   Officer (give title below)    Other (specify below) <br><br>Senior Vice President and CFO <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br>X   Form filed by One Reporting Person <br>   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 | | | |

## 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Option issued pursuant 1997 Long-Term Stock Incentive Plan | $33.12 | 06/08/2004 | | A | | 15,000[2] | | 06/08/2005[1] | 06/08/2014 | Class A Common Stock | 15,000[2] | $0 | 15,000[2] | D | |

**Explanation of Responses:**

1. Options vest and become exercisable annually in three equal installments beginning June 8, 2005.

2. The number of derivative securities acquired, the amount of underlying securities and the number of derivative securities beneficially owned following the reported transaction were each stated to be 30,000 in the reporting person's original Form 4.

/s/ Edward W. Sheuermann, Attorney-in-Fact for Gerald Chaney     06/18/2004

** Signature of Reporting Person     Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**