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| RL HOLDING Form 4 | LP | | | | | | | | | | | |
|--|-------------------------------------|--|---|--|---|---|---|--|------------------------|---|---|-----------------------|
| December 02, 2 | | | | | | | | | | | PPROVA | NI NI |
| FORM | 4 UNITED | STATES | | | | | NGE | COMMISSIO | | OMB Number: | 3235- | |
| Check this b if no longer subject to Section 16. Form 4 or Form 5 | STATEN | Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | | F I | Expires: January 3 20 Estimated average burden hours per | | ry 31, 2005 0.5 |
| obligations may continu <i>See</i> Instructi 1(b). | e. Section 17(| a) of the F | Public U | · · · | ding C | ompan | y Act | of 1935 or Sect | | | | |
| (Print or Type Res | sponses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> RL HOLDING L P | | | 2. Issuer Name and Ticker or Trading Symbol POLO RALPH LAUREN CORP | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| | | | [RL] | | | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) 650 MADISON AVENUE | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2004 | | | Director Officer (gi below) | ve titl | $ \underline{X}_{109} $ | % Owner er (specify | | | |
| | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | | |
| NEW YORK, | NY 10022 | | | | | | | Person | y IVIOI | e than One K | sporting | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivati | ve Secui | rities A | cquired, Disposed | of, o | r Beneficia | lly Owne | d |
| | Transaction Date Ionth/Day/Year) | 2A. Deeme Execution 1 any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | Dispos (Instr. 1 | ed (A) or ed of (D) 3, 4 and 5 (A) or |) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | For (D) (I) | Ownership m: Direct or Indirect tr. 4) | 7. Nature Indirect Beneficia Ownersh (Instr. 4) | al iip |
| Reminder: Report | on a separate line | for each cla | ass of sec | urities bene | ficially o | owned di | rectly o | or indirectly. | | | | |
| | | | | | info req disj | ormation uired to | n cont resp | spond to the colle ained in this forr ond unless the fo ntly valid OMB co | n are orm | e not | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-------------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | Dis | quired (A) or sposed of (D) str. 3, 4, and | | | | |
|----------------------------|------------------------------------|------------|------------------|--------------|-------|--|---------------------|--------------------|----------------------------|----------------------------------|
| | | | | Code V | V (A) |) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | <u>(1)</u> | 11/30/2004 | | J <u>(2)</u> | | 326,796 | <u>(1)</u> | (1) | Class A Common Stock | 326,796 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | | |
|--|----------|------------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| RL HOLDING L P 650 MADISON AVENUE NEW YORK, NY 10022 | | Х | | | |
| Signatures | | | | | |

/s/ Edward W. Scheuermann, Attorney-in-Fact for Ralph Lauren, Chairman 12/0

**Signature of Reporting Person

12/02/2004

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) Each share of Class B Common Stock is immediately convertible on a one-for-one basis into shares of Class A Common Stock.

(2) Distribution of shares of Class B Common Stock to the partners of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.