

LAUREN RALPH
Form 4
December 19, 2008

FORM 4

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

OMB APPROVAL

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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 AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2008

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			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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(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 (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount/Number of Shares
				(A)	(D)				
Class B Common Stock	(1)	12/17/2008	J(2)		278,601	(1)	(1)	Class A Common Stock	278,601
Class B Common Stock	(1)	12/17/2008	J(2)	2,786		(1)	(1)	Class A Common Stock	2,786
Class B Common Stock	(1)	12/17/2008	J(2)	273,042		(1)	(1)	Class A Common Stock	273,042
Class B Common Stock	(1)	12/17/2008	J(2)		273,042	(1)	(1)	Class A Common Stock	273,042
Class B Common Stock	(1)	12/17/2008	J(2)	273,042		(1)	(1)	Class A Common Stock	273,042
Class B Common Stock	(1)	12/17/2008	J(2)	2,773		(1)	(1)	Class A Common Stock	2,773
Class B Common Stock	(1)					(1)	(1)	Class A Common Stock	7,783
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 AVE NEW YORK, NY 10022	X	X	Chairman & CEO	

Signatures

Yen D. Chu,
Attorney-in-Fact

12/19/2008

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

Reflects a distribution of shares of Class B Common Stock from RL Holding, L.P., a Delaware limited partnership, to each of RL Family L.P., a Delaware limited partnership, RL Holding Group, Inc., a Delaware corporation, and the reporting person. The portion of such shares distributed to RL Family, L.P. were subsequently distributed to the reporting person.

(3) Reflects a distribution to the reporting person of 875,732 shares of Class B Common Stock on December 17, 2008 from grantor retained annuity trusts of which the reporting person is a trustee.

(4) Reflects a contribution from the reporting person's wife of 819,096 shares of Class B Common Stock on May 28, 2008 to grantor retained annuity trusts of the reporting person's wife, of which she is a trustee.

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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