

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>KOSH MITCHELL ALAN</u>  (Last) (First) (Middle) <u>650 MADISON AVENUE</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>POLO RALPH LAUREN CORP [ RL ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2006</u>  4. If Amendment, Date of 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) <u>Senior VP, HR &amp; Legal</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			
Class A Common Stock	08/14/2006		M		6,667	A	\$24.78	6,667	D	
Class A Common Stock	08/14/2006		M		8,333	A	\$23.79	15,000	D	
Class A Common Stock	08/14/2006		S		200	D	\$57.25	14,800	D	
Class A Common Stock	08/14/2006		S		300	D	\$57.26	14,500	D	
Class A Common Stock	08/14/2006		S		700	D	\$57.27	13,800	D	
Class A Common Stock	08/14/2006		S		900	D	\$57.28	12,900	D	
Class A Common Stock	08/14/2006		S		800	D	\$57.29	12,100	D	
Class A Common Stock	08/14/2006		S		700	D	\$57.3	11,400	D	
Class A Common Stock	08/14/2006		S		1,400	D	\$57.31	10,000	D	
Class A Common Stock	08/14/2006		S		1,600	D	\$57.32	8,400	D	
Class A Common Stock	08/14/2006		S		300	D	\$57.33	8,100	D	
Class A Common Stock	08/14/2006		S		2,700	D	\$57.34	5,400	D	
Class A Common Stock	08/14/2006		S		5,400	D	\$57.35	0	D	

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 to 1997 Long-Term Stock Incentive Pla	\$24.78	08/14/2006		M			6,667	(1)	06/07/2012	Class A Common Stock	6,667	\$0	15,000	D	
Option issued pursuant to 1997 Long-Term Stock Incentive Pla	\$23.79	08/14/2006		M			8,333	(2)	05/22/2013	Class A Common Stock	8,333	\$0	0	D	

Explanation of Responses:

- 1. 25,000 options were granted on 06/07/2002. These options vested and became exercisable in three equal installments beginning June 7, 2003.
- 2. 25,000 options were granted on 5/22/2003. These options vest and became exercisable in three equal annual installments beginning May 22, 2004.

Yen Chu, Attorney-in-Fact  
\*\* Signature of Reporting Person

08/15/2006  
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.**

POWER OF ATTORNEY

KNOW EVERYONE BY THESE PRESENTS, that I, Mitchell A. Kosh, hereby make, constitute and appoint each of Mr. Jonathan Drucker, Ms. Yen Chu and Ms. Tracey T. Travis, each with full power to act Individually and with full power of substitution, my true and lawful agent and attorney-in-fact and confer upon each such agent and attorney-in-fact the power and authority, in my name, place and stead, in any way which I could do if personally present:

(1) to execute for and on my behalf, in my capacity as an officer, director and/or stockholder of Polo Ralph Lauren Corporation (the Company), any and all forms and filings required pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including, without limitation, Forms 3, 4 and 5;

(2) to do and perform any and all acts for and on my behalf (in any of the capacities described in paragraph (1) above)) which may be necessary or desirable to complete and execute any such forms or filings and timely file such forms or filings with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) to execute and deliver on my behalf (in any of the capacities described in paragraph (1) above) any other forms, filings, consents, authorizations, certificates, instruments or other documents necessary or desirable to authorize, approve, effect, facilitate or consummate any of the transactions described above  
IN WITNESS WHEREOF, I have hereunto set my hand on this 14th day of August, 2006.

/s/ Mitchell A. Kosh  
Mitchell A. Kosh