| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Oberely this have if we have seen such: | 4 4 - |
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| Check this box if no longer subj | ect to |
| Section 16. Form 4 or Form 5 | |
| obligations may continue. See | |
| Instruction 1(b). | |

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 APPRO | VAL |
|-------------------------|-----------|
| OMB Number: | 3235-0287 |
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| hours per response. | 0.5 |

| 1. Name and Address of Reporting Person [*] <u>LAUREN RALPH</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>POLO RALPH LAUREN CORP</u> [RL] | | tionship of Reporting all applicable) Director | n(s) to Issuer 10% Owner | |
|--|---------------|---------------------|---|------------------------|---|-----------------------------|--------------------------------|
| (Last) 650 MADISON | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/13/2007 | x | Officer (give title below) Chairmar | 1 & Cl | Other (specify below) EO |
| (Street) NEW YORK (City) | NY (State) | 10022 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Form filed by One Form filed by More Person | Report | ing Person |
| | | Table I - Non-Deriv | ative Securities Acquired, Disposed of, or Benefi | cially (| Owned | | |

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. Transa Code (8) | | Disposed Of (D) (Instr. 3, 4 and 5) | | Securities Beneficially | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--|---|------------------------------|---|-------------------------------------|---|----------------------------|------------------------------------|---|---|
| | | | Code | v | Amount (A) or (D) | | Price | Transaction(s) (Instr. 3 and 4) | | (|
| Class A Common Stock | 04/13/2007 | | Α | | 215.59 | Α | (1) | 404,094.99 | 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. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5 | ative rities ired osed . 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 7. Title Amouri Securi Underi Deriva Securi and 4) | nt of ties ying tive ty (Instr. 3 | 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 | | | | |

Explanation of Responses:

1. Represents restricted stock units payable as a result of the payment of a cash dividend on the Issuer's Class A Common Stock. The restricted stock units are payable solely in shares of the Issuer's Class A Common Stock issued to the reporting person in respect of restricted stock units previously granted under the Issuer's 1997 Long-Term Stock Incentive Plan.

Yen D. Chu, Attorney-in-Fact 04/17/2007

** 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.