SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*
ISHAM F LANCE

(Last)	(First)	(Middle)
650 MADISON AVE		

(Street)

NEW YORK	NY	10022

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
POLO RALPH LAUREN CORP [RL]

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2003

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

X Director   10% Owner

X Officer (give title below)   Other (specify below)

Vice Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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			
Class A Common Stock	12/01/2003		M		30,000	A	$13.97	124,097	D	
Class A Common Stock	12/01/2003		S		7,600	D	$29.8	116,497	D	
Class A Common Stock	12/01/2003		S		1,500	D	$29.81	114,997	D	
Class A Common Stock	12/01/2003		S		1,000	D	$29.86	113,997	D	
Class A Common Stock	12/01/2003		S		9,900	D	$29.85	104,097	D	
Class A Common Stock	12/01/2003		S		10,000	D	$30	94,097	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				
Employee Stock Option (right to buy)	$13.97	12/01/2003		M			30,000	06/13/2001[1]	06/13/2010	Class A Common Stock	30,000	$0	170,000	D	

Explanation of Responses:

1. Options to purchase 200,000 shares of Class A Common Stock were granted to the reporting person on June 13, 2000. One-third of such options vested on each of the first, second and third anniversary of the grant date.

Edward W. Scheuermann, Attorney-in-Fact for F. Lance Isham	12/03/2003
** 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.