SEC Form 4

FORM 4

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

(Last) (First) (Middle)

650 MADISON AVENUE

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2008

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

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

Director

X Officer (give title below)

10% Owner

Other (specify below)

Senior VP, HR & Legal

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Class A Common Stock	06/10/2008		A		8,700	A	(1)	16,719	D	
Class A Common Stock	06/10/2008		F		2,941	D	$66.215	13,778	D	
Class A Common Stock	06/10/2008		A		470	A	(1)	14,248	D	
Class A Common Stock	06/10/2008		F		159	D	$66.215	14,089	D	
Class A Common Stock	06/10/2008		A		275	A	(1)	14,364	D	
Class A Common Stock	06/10/2008		F		93	D	$66.215	14,271	D	
Class A Common Stock	06/11/2008		M		5,000	A	$33.12	19,271	D	
Class A Common Stock	06/11/2008		S		1,500	D	$66.46	17,771	D	
Class A Common Stock	06/11/2008		S		200	D	$66.26	17,571	D	
Class A Common Stock	06/11/2008		S		200	D	$66.29	17,371	D	
Class A Common Stock	06/11/2008		S		1,100	D	$66.22	16,271	D	
Class A Common Stock	06/11/2008		S		1,000	D	$66.3	15,271	D	
Class A Common Stock	06/11/2008		S		100	D	$66.6	15,171	D	
Class A Common Stock	06/11/2008		S		400	D	$66.64	14,771	D	
Class A Common Stock	06/11/2008		S		100	D	$66.68	14,671	D	
Class A Common Stock	06/11/2008		S		200	D	$66.7	14,471	D	
Class A Common Stock	06/11/2008		S		200	D	$66.71	14,271	D	
Class A Common Stock	06/11/2008		S		700	D	$65.02	13,571	D	
Class A Common Stock	06/11/2008		S		300	D	$65.01	13,271	D	
Class A Common Stock	06/11/2008		S		500	D	$65.06	12,771	D	
Class A Common Stock	06/11/2008		S		1,500	D	$65.05	11,271	D	
Class A Common Stock	06/11/2008		S		2,252	D	$65	9,019	D	
Class A Common Stock	06/11/2008		S		500	D	$64.92	8,519	D	
Class A Common Stock	06/11/2008		S		100	D	$64.91	8,419	D	
Class A Common Stock	06/11/2008		S		400	D	$64.9	8,019	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)

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Employee Stock Option (right to buy)	$33.12	06/11/2008		M			5,000	(2)	06/08/2014	Class A Common Stock	5,000	$0	0	D	

Explanation of Responses:

1. Represents shares of the issuer's Class A Common Stock issued to the reporting person in respect of the vesting of performance-based restricted stock units granted under the issuer's 1997 Long-Term Stock Incentive Plan.

2. 15,000 options were granted on 6/8/2004 under the 1997 Long-Term Stock Incentive Plan. These options vested and became exercisable in three equal annual installments beginning June 8, 2005.

Yen D. Chu, Attorney-in-Fact 06/12/2008

** 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.

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