

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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* <u>LAUREN RALPH</u>  (Last) (First) (Middle) 650 MADISON AVE  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>POLO RALPH LAUREN CORP [ RL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2007	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

**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				
Class B Common Stock	(1)	12/17/2007		J(2)			203,643	(1)	(1)	Class A Common Stock	203,643	\$0	10,756,171	I	By RL Holding LP
Class B Common Stock	(1)	12/17/2007		J(2)		2,036		(1)	(1)	Class A Common Stock	2,036	\$0	26,272	I	By RL Holding Group, Inc.
Class B Common Stock	(1)	12/17/2007		J(2)		199,581		(1)	(1)	Class A Common Stock	199,581	\$0	1,757,084	I	By RL Family LP
Class B Common Stock	(1)	12/17/2007		J(2)		199,581		(1)	(1)	Class A Common Stock	199,581	\$0	1,557,503	I	By RL Family LP
Class B Common Stock	(1)	12/17/2007		J(2)		199,581		(1)	(1)	Class A Common Stock	199,581	\$0	21,618,427 <sup>(3)</sup>	D	
Class B Common Stock	(1)	12/17/2007		J(2)		2,026		(1)	(1)	Class A Common Stock	2,026	\$0	21,620,453 <sup>(3)</sup>	D	
Class B Common Stock	(1)	12/17/2007		J(4)			660,740	(1)	(1)	Class A Common Stock	660,740	\$0	0	I	By a GRAT <sup>(4)</sup>
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	4,658,882		4,658,882	I	By GRATs
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	3,029,637		3,029,637 <sup>(5)</sup>	I	By Wife's GRATs
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	970,363		970,363 <sup>(5)</sup>	I	By Wife

**Explanation of Responses:**

- Each share of Class B Common Stock is immediately convertible on a one-for-one basis into a share of Class A Common Stock and does not expire.
- 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.
- Reflects a distribution to the reporting person of 1,062,577 shares of Class B Common Stock on December 17, 2007 from grantor retained annuity trusts of which the reporting person is a trustee.
- Reflects a distribution of shares of Class B Common Stock on December 17, 2007 upon the termination of one of the grantor retained annuity trusts to a successor trust for the benefit of the reporting person's issue and for various trusts of which the reporting person is a grantor. The reporting person was a trustee of the terminating grantor retained annuity trust. The reporting person is not a trustee of the successor trust.
- Reflects a distribution to the reporting person's wife of 415,511 shares of Class B Common Stock on April 16, 2007 from the grantor retained annuity trusts of the reporting person's wife, of which she is a trustee.

Yen D. Chu, Attorney-in-Fact 12/19/2007

\*\* 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.

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