

POLO RALPH LAUREN CORP
Form 4
June 12, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FARAH ROGER N

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

POLO RALPH LAUREN
CORP, 650 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 06/10/2008 | | A | 189,305 | A 11 | 443,316 | D |
| Class A Common Stock | 06/10/2008 | | F | 82,916 | D \$ 66.215 | 360,400 | D |
| Class A Common Stock | 06/10/2008 | | S | 400 | D \$ 67.08 | 360,000 | D |
| Class A Common Stock | 06/10/2008 | | S | 400 | D \$ 67.13 | 359,600 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock | | | | | | | |
| Class A Common Stock | 06/10/2008 | S | 2,200 | D | \$ 67.1 | 357,400 | D |
| Class A Common Stock | 06/10/2008 | S | 700 | D | \$ 67.14 | 356,700 | D |
| Class A Common Stock | 06/10/2008 | S | 200 | D | \$ 67.16 | 356,500 | D |
| Class A Common Stock | 06/10/2008 | S | 1,900 | D | \$ 67.11 | 354,600 | D |
| Class A Common Stock | 06/10/2008 | S | 168 | D | \$ 66.99 | 354,432 | D |
| Class A Common Stock | 06/10/2008 | S | 200 | D | \$ 66.98 | 354,232 | D |
| Class A Common Stock | 06/10/2008 | S | 200 | D | \$ 66.97 | 354,032 | D |
| Class A Common Stock | 06/10/2008 | S | 500 | D | \$ 66.95 | 353,532 | D |
| Class A Common Stock | 06/10/2008 | S | 100 | D | \$ 66.96 | 353,432 | D |
| Class A Common Stock | 06/10/2008 | S | 32 | D | \$ 66.94 | 353,400 | D |
| Class A Common Stock | 06/10/2008 | S | 1,900 | D | \$ 67.05 | 351,500 | D |
| Class A Common Stock | 06/10/2008 | S | 100 | D | \$ 67.04 | 351,400 | D |
| Class A Common Stock | 06/10/2008 | S | 1,982 | D | \$ 67.03 | 349,418 | D |
| Class A Common Stock | 06/10/2008 | S | 1,900 | D | \$ 67.07 | 347,518 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|----------|------------------------|---|
| Class A Common Stock | 06/10/2008 | S | 3,218 | D | \$ 67.06 | 344,300 | D |
| Class A Common Stock | 06/10/2008 | S | 2,100 | D | \$ 67.01 | 342,200 | D |
| Class A Common Stock | 06/10/2008 | S | 5,200 | D | \$ 67 | 337,000 | D |
| Class A Common Stock | 06/10/2008 | S | 3,400 | D | \$ 67.02 | 333,600 | D |
| Class A Common Stock | 06/10/2008 | S | 184 | D | \$ 66.7 | 333,416 | D |
| Class A Common Stock | 06/10/2008 | S | 1,300 | D | \$ 66.9 | 332,116 | D |
| Class A Common Stock | 06/10/2008 | S | 200 | D | \$ 66.91 | 331,916 | D |
| Class A Common Stock | 06/10/2008 | S | 1,100 | D | \$ 66.84 | 330,816 | D |
| Class A Common Stock | 06/10/2008 | S | 1,308 | D | \$ 66.89 | 329,508 | D |
| Class A Common Stock | 06/10/2008 | S | 892 | D | \$ 66.88 | 328,616 | D |
| Class A Common Stock | 06/10/2008 | S | 1,600 | D | \$ 66.86 | 327,016 | D |
| Class A Common Stock | 06/10/2008 | S | 1,600 | D | \$ 66.77 | 325,416 ⁽²⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARAH ROGER N POLO RALPH LAUREN CORP 650 MADISON AVENUE NEW YORK, NY 10022 | X | | President & COO | |

Signatures

Yen D. Chu,
Attorney-in-Fact

06/12/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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) This is part one of five Form 4 filings disclosing the transactions taking place on June 10, 2008, June 11, 2008 and June 12, 2008 for the above reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.