

POLO RALPH LAUREN CORP
 Form 4
 December 08, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

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 AVE
 (Street)
 NEW YORK, NY 10022
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 12/04/2008

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)
			Code	V	Amount	(D)	Price
Class A Common Stock	12/04/2008		M		50,000	A	\$ 24.78 219,521.38
Class A Common Stock	12/04/2008		M		146,500	A	\$ 18.22 366,021.38
Class A Common Stock	12/04/2008		M		100,000	A	\$ 23.79 466,021.38
Class A Common Stock	12/04/2008		S		14,474	D	\$ 451,547.38

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Common Stock						44,544		
						<u>(1)</u>		
Class A Common Stock	12/04/2008		S	217,126	D	\$ 45.299	234,421.38	D
						<u>(2)</u>		
Class A Common Stock	12/04/2008		S	64,900	D	\$ 46.007	169,521.38	D
						<u>(3)</u>		

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class A Common Stock Option (Right to Buy)	\$ 24.78	12/04/2008		M	50,000	<u>(4)</u> 06/07/2012	Class A Common Stock 50,000
Class A Common Stock Option (Right to Buy)	\$ 18.22	12/04/2008		M	146,500	<u>(5)</u> 07/23/2012	Class A Common Stock 146,500
Class A Common Stock Option (Right to Buy)	\$ 23.79	12/04/2008		M	100,000	<u>(6)</u> 05/22/2013	Class A Common Stock 100,000

Reporting Owners

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

Signatures

Yen D. Chu,
Attorney-in-Fact
12/08/2008

**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) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$43.74 to \$44.74. Upon request of the SEC staff, Polo Ralph Lauren Corporation (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
 - (2) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$44.75 to \$45.75. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
 - (3) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$45.76 to \$46.45. Upon request of the SEC staff, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.
 - (4) These options vested and became exercisable in three equal annual installments beginning on June 7, 2003.
 - (5) These options vested and became exercisable in three equal annual installments beginning on July 23, 2004.
 - (6) These options vested and became exercisable in three equal annual installments beginning on May 22, 2005.
- 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.