

LAUREN RALPH  
Form 4  
August 18, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
LAUREN RALPH

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)

3. Date of Earliest Transaction (Month/Day/Year)  
08/17/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

POLO RALPH LAUREN CORPORATION, 650 MADISON AVE

(Street)

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

NEW YORK, NY 10022

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/17/2009		M		27,600	A	\$ 13.9688
Class A Common Stock	08/17/2009		C		100,000	A	\$ 0
Class A Common Stock	08/17/2009		S <sup>(1)</sup>		104,000	D	\$ 63.768 <sup>(2)</sup>

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Class A  
Common Stock 08/17/2009 S<sup>(1)</sup> 23,600 D \$ 64.411  
(3) 516,449.12 D

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.**

SEC 1474  
(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)	\$ 13.9688	08/17/2009		M	27,600	<u>(4)</u> 06/13/2010	Class A Common Stock 27,600
Class B Common Stock	\$ 0	08/17/2009		C	100,000	<u>(5)</u> <u>(5)</u>	Class A Common Stock 100,000
Class B Common Stock	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 1,557,500
Class B Common Stock	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 10,477,000
Class B Common Stock	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 29,050,000
Class B Common Stock	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 7,101,900
Class B Common Stock	<u>(5)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock 3,183,800

