

POLO RALPH LAUREN CORP
Form 4
December 12, 2006

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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2006

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

POLO RALPH LAUREN
CORP, 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 12/12/2006 | | M | 50,000 | A | \$ 18.22 | 455,539.58 D |
| Class A Common Stock | 12/12/2006 | | S | 500 | D | \$ 77.4 | 455,039.58 D |
| Class A Common Stock | 12/12/2006 | | S | 1,100 | D | \$ 77.65 | 453,939.58 D |
| Class A Common Stock | 12/12/2006 | | S | 800 | D | \$ | 453,139.58 D |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|------------|---|--|
| Common Stock | | | | | | 77.68 | | |
| Class A Common Stock | 12/12/2006 | S | 700 | D | \$ 77.69 | 452,439.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 400 | D | \$ 77.71 | 452,039.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 100 | D | \$ 77.72 | 451,939.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 300 | D | \$ 77.74 | 451,639.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 600 | D | \$ 77.75 | 451,039.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 200 | D | \$ 77.78 | 450,839.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 400 | D | \$ 77.8 | 450,439.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 1,100 | D | \$ 77.81 | 449,339.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 100 | D | \$ 77.83 | 449,239.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 2,200 | D | \$ 77.84 | 447,039.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 200 | D | \$ 77.85 | 446,839.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 1,400 | D | \$ 77.86 | 445,439.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 1,700 | D | \$ 77.87 | 443,739.58 | D | |
| Class A Common Stock | 12/12/2006 | S | 400 | D | \$ 77.88 | 443,339.58 | D | |

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|----------------------------|------------|---|-------|---|-------------|-------------------|---|
| Class A Common Stock | 12/12/2006 | S | 100 | D | \$ 77.89 | 443,239.58 | D |
| Class A Common Stock | 12/12/2006 | S | 900 | D | \$ 77.9 | 442,339.58 | D |
| Class A Common Stock | 12/12/2006 | S | 900 | D | \$ 77.91 | 441,439.58 | D |
| Class A Common Stock | 12/12/2006 | S | 700 | D | \$ 77.92 | 440,739.58 | D |
| Class A Common Stock | 12/12/2006 | S | 1,000 | D | \$ 77.93 | 439,739.58 | D |
| Class A Common Stock | 12/12/2006 | S | 1,600 | D | \$ 77.94 | 438,139.58 | D |
| Class A Common Stock | 12/12/2006 | S | 1,600 | D | \$ 77.95 | 436,539.58 | D |
| Class A Common Stock | 12/12/2006 | S | 800 | D | \$ 77.96 | 435,739.58 | D |
| Class A Common Stock | 12/12/2006 | S | 1,400 | D | \$ 77.97 | 434,339.58 | D |
| Class A Common Stock | 12/12/2006 | S | 2,300 | D | \$ 77.98 | 432,039.58 | D |
| Class A Common Stock | 12/12/2006 | S | 2,000 | D | \$ 77.99 | 430,039.58 | D |
| Class A Common Stock | 12/12/2006 | S | 1,800 | D | \$ 78 | 428,239.58 (2) | 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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class A Common Stock Option (Right to Buy) | \$ 18.22 | 12/12/2006 | | M | 50,000 | <u>(1)</u> 07/23/2012 | Class A Common Stock | 50,000 | |

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
12/12/2006

**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) These options vested and became exercisable in three equal installments beginning on July 23, 2004.

(2) This filing is one of two Form 4 filings disclosing the transactions taking place on December 12, 2006 for the above reporting person. The amount of securities beneficially owned following all transactions reported on both Form 4 filings is 405,539.58.

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.