

LAUREN RALPH
Form 4
December 18, 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 *
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)
650 MADISON AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2006

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

NEW YORK, NY 10022

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

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/15/2006		S		600	D	\$ 78.95
Class A Common Stock	12/15/2006		S		900	D	\$ 78.96
Class A Common Stock	12/15/2006		S		500	D	\$ 78.97
Class A Common	12/15/2006		S		300	D	\$ 78.98

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Stock							
Class A Common Stock	12/15/2006	S	200	D	\$ 78.99	427,334.39	D
Class A Common Stock	12/15/2006	S	400	D	\$ 79	426,934.39	D
Class A Common Stock	12/15/2006	S	300	D	\$ 79.02	426,634.39	D
Class A Common Stock	12/15/2006	S	200	D	\$ 79.04	426,434.39	D
Class A Common Stock	12/15/2006	S	18,600	D	\$ 79.05	407,834.39	D
Class A Common Stock	12/15/2006	S	300	D	\$ 79.06	407,534.39	D
Class A Common Stock	12/15/2006	S	100	D	\$ 79.07	407,434.39	D
Class A Common Stock	12/15/2006	S	700	D	\$ 79.08	406,734.39	D
Class A Common Stock	12/15/2006	S	100	D	\$ 79.09	406,634.39	D
Class A Common Stock	12/15/2006	S	400	D	\$ 79.1	406,234.39	D
Class A Common Stock	12/15/2006	S	600	D	\$ 79.11	405,634.39	D
Class A Common Stock	12/15/2006	S	200	D	\$ 79.29	405,434.39	D
Class A Common Stock	12/15/2006	S	400	D	\$ 79.39	405,034.39	D
Class A Common Stock	12/15/2006	S	100	D	\$ 79.4	404,934.39	D

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Class A Common Stock	12/15/2006	S	400	D	\$ 79.41	404,534.39	D
Class A Common Stock	12/15/2006	S	300	D	\$ 79.44	404,234.39	D
Class A Common Stock	12/15/2006	S	400	D	\$ 79.46	403,834.39	D
Class A Common Stock	12/15/2006	S	200	D	\$ 79.5 <u>(1)</u>	403,634.39	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)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUREN RALPH 650 MADISON AVE NEW YORK, NY 10022	X	X	Chairman & CEO	

Signatures

Yen D. Chu,
Attorney-in-Fact

12/18/2006

__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) This filing is part two of two Form 4 filings disclosing the transactions taking place on December 15, 2006 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.

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