

LAUREN RALPH
Form 4
December 21, 2005

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 *
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)
12/19/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	12/19/2005	<u>J</u> ⁽²⁾	249,805					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	249,805

Reporting Owners

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

Signatures

/s/ Edward W. Scheuermann, Attorney-in-Fact for Ralph Lauren	12/21/2005
<u> </u> **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) Each share of Class B Common Stock is immediately convertible on a one-for-one basis into shares of Class A Common Stock.
- (2) Distribution of shares of Class B Common Stock from RL Holding, L.P., a Delaware limited partnership, and RL Family L.P., a Delaware limited partnership (change from indirect to direct beneficial ownership).
- The shares of Class B Common Stock reported as being acquired on this report are held directly by the reporting person. The reporting person also holds directly an additional 19,468,076 shares of Class B Common Stock, and indirectly beneficially owns (i) an additional 22,565 shares of Class B Common Stock held by RL Holding Group, Inc., a Delaware corporation controlled by the reporting person, (ii) an additional 11,126,939 shares of Class B Common Stock held by RL Holding, L.P., the sole general partner of which is RL Holding Group, Inc., (iii) an additional 1,557,503 shares held by RL Family, L.P., the sole general partner of which is the reporting person, (iv) 1,552,215 shares of Class B Common Stock held by Ralph Lauren and Roger N. Farah, as Trustees of The Ralph Lauren 2004 Grantor Retained Annuity Trust I dated as of December 17, 2004,
- (v) 1,773,496 shares of Class B Common Stock held by Ralph Lauren and Roger N. Farah as Trustees of The Ralph Lauren 2004 Grantor Retained Annuity Trust II dated as of December 17, 2004, (vi) 1,865,261 shares of Class B Common Stock held by Ralph Lauren and Roger N. Farah as Trustees of The Ralph Lauren 2004 Grantor Retained Annuity Trust dated as of December 17, 2004, (vii) 1,913,966 shares held by Ralph Lauren and Roger N. Farah as Trustees of The Ralph Lauren 2004 Grantor Retained Annuity Trust IV dated as of December 17, 2004, and (viii) an aggregate of 4,000,000 shares held by various grantor retained annuity trusts established by Ricky Lauren, the reporting person's wife, of which Ricky Lauren and Roger N. Farah are the trustees.
- (4)

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.