

POLO RALPH LAUREN CORP
Form 4
March 11, 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 *
Murphy Steven P

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)
10/16/2007

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

RODALE INC., 733 THIRD AVENUE, 15TH FLOOR

(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 10017

(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)	(A) or (D)	5. Amount or Price	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)
Class A Common Stock	10/16/2007		P	50	A	\$ 68.43	334	I	See Footnote ⁽³⁾
Class A Common Stock	10/23/2007		P	55	A	\$ 66.82	645	I	See Footnote ⁽¹⁾
Class A Common Stock	10/23/2007		P	15	A	\$ 66.74	140	I	See Footnote ⁽²⁾
Class A Common Stock	10/23/2007		P	30	A	\$	375	I	See

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Common Stock					66.74			Footnote <u>(3)</u>
Class A Common Stock	10/24/2007	P	45	A	\$ 65.97	690	I	See Footnote <u>(1)</u>
Class A Common Stock	10/24/2007	P	25	A	\$ 65.97	400	I	See Footnote <u>(3)</u>
Class A Common Stock	11/06/2007	P	5	A	\$ 65.52	695	I	See Footnote <u>(1)</u>
Class A Common Stock	11/06/2007	P	10	A	\$ 65.5	150	I	See Footnote <u>(2)</u>
Class A Common Stock	11/06/2007	P	5	A	\$ 65.52	405	I	See Footnote <u>(3)</u>
Class A Common Stock	12/20/2007	P	30	A	\$ 61.9	435	I	See Footnote <u>(3)</u>
Class A Common Stock	12/21/2007	P	10	A	\$ 61.96	160	I	See Footnote <u>(2)</u>
Class A Common Stock	12/26/2007	P	55	A	\$ 61.85	750	I	See Footnote <u>(1)</u>
Class A Common Stock	01/04/2008	P	60	A	\$ 57.3	810	I	See Footnotes <u>(1)</u> <u>(4)</u>
Class A Common Stock	01/04/2008	P	15	A	\$ 57.3	175	I	See Footnotes <u>(2)</u> <u>(4)</u>
Class A Common Stock	01/04/2008	P	40	A	\$ 57.4	475	I	See Footnotes <u>(3)</u> <u>(4)</u>
Class A Common Stock	01/09/2008	P	35	A	\$ 55.25	845	I	See Footnotes <u>(1)</u> <u>(4)</u>
Class A Common Stock	01/09/2008	P	5	A	\$ 55.29	180	I	See Footnotes <u>(2)</u> <u>(4)</u>
Class A Common Stock	01/09/2008	P	20	A	\$ 55.25	495	I	See Footnotes <u>(3)</u> <u>(4)</u>

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Class A Common Stock	02/04/2008	P	310	D	\$ 60.98	185	I	See Footnotes (3) (4)
Class A Common Stock	03/07/2008	P	845	D	\$ 57.55	0	I	See Footnote (1)
Class A Common Stock	03/07/2008	P	180	D	\$ 57.55	0	I	See Footnote (2)
Class A Common Stock	03/07/2008	P	185	D	\$ 57.55	0	I	See Footnote (3)
Class A Common Stock						1,534	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 Repor 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
Murphy Steven P RODALE INC. 733 THIRD AVENUE, 15TH FLOOR	X			

NEW YORK, NY 10017

Signatures

Steven P.
Murphy

03/11/2008

__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) These shares are held jointly with right of survivorship with Ann P. Murphy.
- (2) These shares are held in Mr. Murphy's Individual Retirement Account.
- (3) These shares are held in Ann P. Murphy's Individual Retirement Account.
- (4) This trade was used in calculating short swing profits in the amount of \$763.12, which Mr. Murphy has disgorged to Polo Ralph Lauren Corp. in connection with Section 16(b) of the Securities and Exchange Act of 1934.

Remarks:

This Form 4 is the second of two Form 4 filings being made by Mr. Murphy on March 11, 2008. Mr. Murphy has disgorged s

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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