LAUREN RALPH

Form 4

December 21, 2005

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

OMB

Expires:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LAUREN RALPH

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

POLO RALPH LAUREN CORP

(Check all applicable)

[RL]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

_X__ Director X 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

Chairman and CEO

650 MADISON AVE

12/19/2005

6. Individual or Joint/Group Filing(Check

(Instr. 8)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

below)

NEW YORK, NY 10022

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

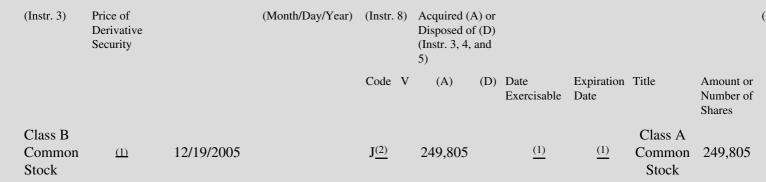
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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Reporting Owners

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

Signatures

/s/ Edward W. Scheuermann, Attorney-in-Fact for Ralph
Lauren 12/21/2005

**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)
- (3) 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
- (4) 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 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.

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.

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