POLO RALPH LAUREN CORP Form SC 13G/A February 14, 2008

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934 (Amendment No. 4)\*

POLO RALPH LAUREN CORPORATION (Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE (Title of Class of Securities)

> 731572 10 3 (CUSIP Number)

DECEMBER 31, 2007 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[\_] Rule 13d-1(b) [\_] Rule 13d-1(c) [X] Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Ralph Lauren

	0 0			
2	CHECK THE APP	ROPRIAT	E BOX IF A MEMBER OF A GROUP	(a) [_] (b) [_]
3	SEC USE ONLY			
4			OF ORGANIZATION	
	United States	of Ame 	rica 	
NUMBER OF		5	SOLE VOTING POWER 23,070,453 (representing 21,620 Class B Common Stock, par value immediately convertible into an shares of Class A Common Stock, representing the right to acqui shares of Class A Common Stock)	\$.01 per share, equal number of and options
SHARES		6	SHARED VOTING POWER	
BENEFICIALI	Y		20,998,828 (representing (i) 1, of Class B Common Stock owned b L.P., a partnership of which Mr sole general partner, (ii) 10,7 Class B Common Stock owned by R a partnership controlled by RL Inc., a corporation wholly owne	y RL Family, . Lauren is the 56,171 shares of L Holding, L.P., Holding Group,
OWNED BY EACH			(iii) 26,272 shares of Class B owned by RL Holding Group, Inc. shares of Class B Common Stock by certain grantor annuity trus for the benefit of Mr. Lauren's various trusts of which Mr. Lau grantor and Mr. Farah is the tr 3,029,637 shares of Class B Com	Common Stock , (iv) 4,658,882 held ts established issue and for ren is a ustee, (v)
REPORTING PERSON			by certain grantor annuity trus by Ricky Lauren, Mr. Lauren's w Ms. Lauren and Mr. Farah are th (vi) 970,363 shares held by Ms. of the shares of Class B Common through (vi) above, par value \$ immediately convertible into an	ife, of which e trustees and Lauren, each stock in (i) .01 per share,
WITH			of shares of Class A Common Sto The foregoing reflects a distri 660,740 shares of Class B Commo December 17, 2007 of one of the retained annuity trusts to a su for the benefit of the reportin and for various trusts of which	bution of n Stock on grantor ccessor trust g person's issue
			a trustee of the terminating person trust. The report a trustee of the terminating gr annuity trust. The reporting pe trustee of the successor trust.	ing person was antor retained rson is not a
		7	SOLE DISPOSITIVE POWER 23,070,453 (representing 21,620 Class B Common Stock, par value immediately convertible into an of shares of Class A Common Sto	\$.01 per share, equal number

representing the right to acquire 1,450,000 shares of Class A Common Stock)

	shares of class A condition stocky	
	8 SHARED DISPOSITIVE POWER 20,998,828 (representing (i) 1,557,503 share of Class B Common Stock owned by RL Family, L.P., a partnership of which Mr. Lauren is t sole general partner, (ii) 10,756,171 shares Class B Common Stock owned by RL Holding, L. a partnership controlled by RL Holding Group Inc., a corporation wholly owned by Mr. Laur (iii) 26,272 shares of Class B Common Stock owned by RL Holding Group, Inc., (iv) 4,658, shares of Class B Common Stock held by certa grantor annuity trusts established for the benefit of Mr. Lauren's issue and for variou trusts of which Mr. Lauren is a grantor and Farah is the trustee. Mr. Lauren is not a trustee of such trusts, (v) 3,029,637 shares Class B Common Stock held by certain grantor annuity trusts established by Ricky Lauren, Lauren's wife, of which Ms. Lauren and Mr. Farah are the trustees and (vi) 970,363 shar held by Ms. Lauren, each of the shares of Cl B Common stock in (i) through (vi) above, pa value \$.01 per share, immediately convertibl into an equal number of shares of Class A Common Stock)	
	The foregoing reflects a distribution of 660,740 shares of Class B Common Stock on December 17, 2007 of one of the grantor retained annuity trusts to a successor trust for the benefit of the reporting person's is and for various trusts of which the reportin person is a grantor. The reporting person wa a trustee of the terminating grantor retaine annuity trust. The reporting person is not a trustee of the successor trust.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH EPORTING PERSON 44,069,281 (representing 42,619,281 shares of Class B Common Stock par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, and options representing the right to acquire 1,450,000 shares of Class A Common Stock)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	
	[_]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 43.3%	
12	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)				
	RL Holding,	L.P.			
2	CHECK THE AP	PROPRIA	TE BOX IF A MEMBER OF A GROUP (a) [_] (b) [_]		
3	SEC USE ONLY				
4	CITIZENSHIP	OR PLAC	CE OF ORGANIZATION		
	Delaware				
NUMBER (	DF	5	SOLE VOTING POWER 0		
SHARES		 6	SHARED VOTING POWER		
BENEFIC	IALLY	0	10,756,171 (representing 10,756,171 shares of		
OWNED	OWNED		Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)		
BY EACH		 7	SOLE DISPOSITIVE POWER		
REPORTI	NG		0		
PERSON		 8			
WITH	WITH		SHARED DISPOSITIVE POWER 10,756,171 (representing 10,756,171 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)		
9	10,756,171 ( par value \$.	represe 01 per	ENEFICIALLY OWNED BY EACH REPORTING PERSON enting 10,756,171 shares of Class B Common Stock, share, immediately convertible into an equal E Class A Common Stock)		
10	CHECK BOX IF	THE AG	GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
			[_]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.6%				
12	TYPE OF REPC PN	RTING P	PERSON		
CUSIP NO.	731572 10 3		SC 13G PAGE 4 OF 8 PAGES		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)				

2	CHECK THE APPR	OPRIAT	E BOX IF A MEMBER OF A GROUP	(a) [_]	
				(b) [_]	
3	SEC USE ONLY				
4	CITIZENSHIP OR	PLACE	OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER 0		
NUMBER O	F				
SHARES		6	SHARED VOTING POWER 10,782,443 (representing 10,782,443 shares of Class B Common Stock, par value \$.01 per shar immediately convertible into an equal number shares of Class A Common Stock, including		
BENEFICI	ALLY				
OWNED			10,756,171 shares of Class B Common Stock, value \$.01 per share, immediately convertib	Common Stock, pa cely convertible	
BY EACH			into an equal number of shares Common Stock, owned by RL Hold		
REPORTIN	-	 7	SOLE DISPOSITIVE POWER		
PERSON		1	0		
WITH		8	SHARED DISPOSITIVE POWER 10,782,443 (representing 10,78 Class B Common Stock, par valu immediately convertible into a shares of Class A Common Stock 10,756,171 shares of Class B C value \$.01 per share, immediat into an equal number of shares Common Stock, owned by RL Hold	ne \$.01 per shar an equal number a, including Common Stock , p cely convertible s of Class A	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,782,443 (representing 10,782,443 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, including 10,756,171 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, owned by RL Holding, L.P.)				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN		DES CERTAIN SHAF		
				[_]	
11	PERCENT OF CLA 10.6%	SS REP	RESENTED BY AMOUNT IN ROW 9		
12	TYPE OF REPORT CO	 ING PE	RSON		

1	NAME OF REP I.R.S. IDEN		PERSON TION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	RL Family,	L.P.		
2	CHECK THE A	PPROPRI	LATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [_]	
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware			
NUMBER C	)F	5	SOLE VOTING POWER 0	
SHARES BENEFICI	ALLY	6	SHARED VOTING POWER 1,557,503 (representing 1,557,503 shares c	of
OWNED			Class B Common Stock, par value \$.01 per s immediately convertible into an equal numb shares of Class A Common Stock)	
BY EACH		 7	SOLE DISPOSITIVE POWER	·
REPORTIN	IG		0	
PERSON WITH		8	SHARED DISPOSITIVE POWER 1,557,503 (representing 1,557,503 shares of Class B Common Stock, par value \$.01 per s immediately convertible into an equal numb shares of Class A Common Stock)	share,
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,557,503 (representing 1,557,503 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			HARES
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.5%			·
12	TYPE OF REP PN		PERSON	
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ITEM 1

(A) NAME OF ISSUER

Polo Ralph Lauren Corporation

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES650 Madison Avenue, New York, New York 10022

#### ITEM 2

(A) NAME OF PERSON FILING

(i)	Ralph Lauren
(ii)	RL Holding, L.P.
(iii)	RL Holding Group, Inc.
(iv)	RL Family, L.P.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

c/o Polo Ralph Lauren Corporation, 650 Madison Avenue, New York, New York 10022

(C) CITIZENSHIP

(i) Ralph Lauren -- United States of America
(ii) RL Holding, L.P. -- Delaware
(iii) RL Holding Group, Inc. -- Delaware

- (iv) RL Family, L.P. -- Delaware
- (D) TITLE OF CLASS OF SECURITIES

Class A Common Stock, par value \$.01 per share

(E) CUSIP NUMBER

731572 10 3

- ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TOSS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
  - (a) [\_] Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780)
  - (b) [\_] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)

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- (c) [\_] Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) [\_] Investment Company registered under section 8
   of the Investment Company Act of 1940 (15
   U.S.C. 80a-8)
- (e) [\_] Investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)

- (f) [\_] An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g) [\_] A parent holding company or control person in accordance with ss. 240.13d-1(b)(ii)(G)
- (h) [\_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) [\_] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) [\_] Group, in accordance with ss. 240.13d-1(b)(1)(ii)(H)

#### ITEM 4 OWNERSHIP

See responses to Items 5, 6, 7, 8, 9, and 11 of Cover Pages.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING [ ].

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10 CERTIFICATIONS

Not applicable

- 3 5				
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2008

/s/ Ralph Lauren

RALPH LAUREN

RL HOLDING, L.P.

By: RL Holding Group, Inc., its General Partner

By: /s/ Ralph Lauren

Name: Ralph Lauren Title: Chairman

RL HOLDING GROUP, INC.

By: /s/ Ralph Lauren

Name: Ralph Lauren Title: Chairman

RL FAMILY, L.P.

By: /s/ Ralph Lauren Name: Ralph Lauren Title: General Partner