

POLO RALPH LAUREN CORP
Form SC 13G/A
February 17, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

POLO RALPH LAUREN CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

731572 10 3

(CUSIP Number)

DECEMBER 31, 2008

(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)
- 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 on 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 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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CUSIP No. 731572 10 3
SCHEDULE 13G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSONS

Ralph Lauren

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

20,206,854 (representing 18,772,000 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, 53,354 shares of Class A Common Stock and options representing the right to acquire 1,381,500 shares of Class A Common Stock)

6 SHARED VOTING POWER

SHARES

23,031,143 (representing (i) 1,557,503 shares of Class B Common Stock owned by RL Family, L.P., a partnership of which Mr. Lauren is the sole general partner, (ii) 10,477,570 shares of Class B Common Stock owned by RL Holding, L.P., a partnership controlled by RL Holding Group, Inc., a corporation wholly owned by Mr. Lauren, (iii) 29,058 shares of Class B Common Stock owned by RL Holding Group, Inc., (iv) 7,783,150 shares of Class B Common Stock held by certain grantor retained annuity trusts established for the benefit of Mr. Lauren's issue and for various trusts of which Mr. Lauren is a grantor and Mr. Farah is the trustee and (v) 3,183,862 shares of Class B Common Stock held by certain grantor retained annuity trusts established by Ricky Lauren, Mr. Lauren's wife, of which Ms. Lauren and Mr. Farah are the trustees, each of the shares of Class B Common stock in (i) through (v) above, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)

BENEFICIALLY

OWNED BY

The foregoing reflects a distribution of 816,138 shares of Class B Common Stock on April 15, 2008 from one of Ms. Lauren's grantor retained annuity trusts upon its termination to a successor trust for the benefit of the issue of the reporting person's wife and for various trusts of which the reporting person's wife is a grantor. The reporting person's wife was a trustee of the terminating grantor retained annuity trust. The reporting person's wife is not a trustee of the successor trust.

7 SOLE DISPOSITIVE POWER

EACH

20,206,854 (representing 18,772,000 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, 53,354 shares of Class A Common Stock and options representing the right to acquire 1,381,500 shares of Class A Common Stock)

8 SHARED DISPOSITIVE POWER

REPORTING

23,031,143 (representing (i) 1,557,503 shares of Class B Common Stock owned by RL Family, L.P., a partnership of which Mr. Lauren is the sole general partner, (ii) 10,477,570 shares of Class B Common Stock owned by RL Holding, L.P., a partnership controlled by RL Holding Group, Inc., a corporation wholly owned by Mr. Lauren, (iii) 29,058 shares of Class B Common Stock owned by RL Holding Group, Inc., (iv) 7,783,150 shares of Class B Common Stock held by certain grantor

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PERSON retained annuity trusts established for the benefit of Mr. Lauren's issue and for various trusts of which Mr. Lauren is a grantor and Mr. Farah is the trustee and (v) 3,183,862 shares of Class B Common Stock held by certain grantor retained annuity trusts established by Ricky Lauren, Mr. Lauren's wife, of which Ms. Lauren and Mr. Farah are the trustees, each of the shares of Class B Common stock in (i) through (v) above, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)

WITH The foregoing reflects a distribution of 816,138 shares of Class B Common Stock on April 15, 2008 from one of Ms. Lauren's grantor retained annuity trusts upon its termination to a successor trust for the benefit of the issue of the reporting person's wife and for various trusts of which the reporting person's wife is a grantor. The reporting person's wife was a trustee of the terminating grantor retained annuity trust. The reporting person's wife is not a trustee of the successor trust.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

43,237,997 (representing 41,803,143 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, 53,354 shares of Class A Common Stock and options representing the right to acquire 1,381,500 shares of Class A Common Stock)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

43.6%

12 TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSONS

RL Holding, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 6 **-0-**
 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7 **10,477,570** (representing 10,477,570 shares of Class B Common Stock, par value
 \$.01 per share, immediately convertible into an equal number of shares of Class A
 Common Stock)
 SOLE DISPOSITIVE POWER

EACH

REPORTING 8 **-0-**
 SHARED DISPOSITIVE POWER

PERSON

10,477,570 (representing 10,477,570 shares of Class B Common Stock, par value
 \$.01 per share, immediately convertible into an equal number of shares of Class A
 Common Stock)

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,477,570 (representing 10,477,570 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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.6%

12 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

RL Holding Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

6 **-0-**

SHARES

SHARED VOTING POWER

BENEFICIALLY

10,506,628 (representing 10,506,628 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 10,477,570 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.)

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

8 **-0-**
SHARED DISPOSITIVE POWER

PERSON

10,506,628 (representing 10,506,628 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 10,477,570 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.)

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,506,628 (representing 10,506,628 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 10,477,570 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 SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.6%

12 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

RL Family, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES 6 **-0-**
 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 **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)
 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON WITH 8 **-0-**
 SHARED DISPOSITIVE POWER

PERSON WITH 9 **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)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.6%

12 TYPE OF REPORTING PERSON

PN

ITEM 1. (a) NAME OF ISSUER:

Polo Ralph Lauren Corporation

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

650 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.

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IF THIS STATEMENT IS FILED PURSUANT TO 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. 78o)
 - (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
 - (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) An 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)(1)(ii)(G)
 - (h) A savings associations 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)(J)
-

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 o

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

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.

Dated: February 17, 2009

/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