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POLO RALPH LAUREN CORP
Form 4
December 18, 2002

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject of Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

=====

1. Name and Address of Reporting Person*

Lauren	Ralph	
-----	-----	-----
(Last)	(First)	(Middle)
650 Madison Avenue		

(Street)		
New York	NY	10022
-----	-----	-----
(City)	(State)	(Zip)

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2. Issuer Name AND Ticker or Trading Symbol

Polo Ralph Lauren Corporation (RL)

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3. IRS Identification Number of Reporting Person, if any (Voluntary)

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4. Statement for Month/Day/Year

December 16, 2002

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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transac- tion Date (Month/ Day/Year)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Transaction Code Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
				Amount	(A) or (D)	Price

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

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

PERSONS WHO 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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(Over)
SEC 1474 (9-02)

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FORM 4 (CONTINUED)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A Deemed Exe- cution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Numbe of Share
Class B Common Stock	1-for-1	12/16/02		J(1)	690,839	(2)	Class A Common Stock 690,8
Class B Common Stock	1-for-1					(2)	Class A Common Stock
Class B Common Stock	1-for-1					(2)	Class A Common Stock
Class B Common Stock	1-for-1					(2)	Class A Common Stock

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Explanation of Responses:

- (1) Distribution of shares of Class B Common Stock from RL Holding, L.P. and RL Family, L.P. (change from indirect to direct beneficial ownership).
- (2) Shares of Class B Common Stock are immediately convertible into an equal number of shares of Class A Common Stock.
- (3) These Securities are held by RL Holding Group, Inc. a Delaware corporation controlled by the Reporting Person.
- (4) These securities are held by RL Holding, L.P., a Delaware limited partnership the sole general partner of which is RL Holding Group, Inc., a Delaware corporation controlled by the Reporting Person.
- (5) These securities are held by RL Family, L.P., a Delaware limited partnership the sole general partner of which is the Reporting Person.

/s/ Edward W. Scheuermann

December 18, 2002

 **Signature of Reporting Person
 Edward W. Scheuermann
 Attorney-in-Fact for Ralph Lauren

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

POWER OF ATTORNEY

KNOW EVERYONE BY THESE PRESENTS, that I, Ralph Lauren, hereby make, constitute and appoint Mr. Edward W. Scheuermann, for a period of one year, with the full power of substitution, my true and lawful agent and attorney-in-fact and confer upon such agent and attorney-in-fact the power and authority in my name, place and stead, in any way which I could do if personally present:

- (1) to execute for and on my behalf, in my capacity as an officer, director and/or stockholder of Polo Ralph Lauren Corporation (the "Company"), or in my capacity as an officer, director and/or stockholder of RL Holding Group, Inc., a Delaware corporation and the general partner of RL Holding, L.P., a Delaware partnership ("RL Holding"), or in my capacity as the general partner of RL Family, L.P., a Delaware partnership ("RL Family"), any and all forms and filings required pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including, without limitation, Forms 3, 4 and 5;
- (2) to do and perform any and all acts for and on my behalf (in any of the capacities described in paragraph (1) above)) which may be necessary or

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desirable to complete and execute any such forms or filings and timely file such forms or filings with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

- (3) to execute and deliver on my behalf (in any of the capacities described in paragraph (1) above) any other forms, filings, consents, authorizations, certificates, instruments or other documents necessary or desirable to authorize, approve, effect, facilitate or consummate any of the transactions described above.

IN WITNESS WHEREOF, I have hereunto set my hand on this 13th day of December, 2002.

/s/ Ralph Lauren

Ralph Lauren