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(f) of the Investment Company Act of 1940

[_] Check box if no longer may continue. See Instr	subject of Section 16. ruction 1(b).	Form 4 or For	m 5 obligations					
(Print or Type responses)								
1. Name and Address of Rep	oorting Person*			_				
RL Holding Group, Inc.								
(Last)	(First)							
650 Madison Avenue								
	(Street)							
New York	NY	10022						
(City)	(State)	(Zip)						
2. Issuer Name and Ticker	or Trading Symbol			_				
Polo Ralph Lauren Corpo	oration (RL)							
3. IRS Identification Numb	er of Reporting Person,	if an Entity	(Voluntary)	=				
4. Statement for Month/Yea	ır			_				
December 2001								
5. If Amendment, Date of C	Original (Month/Year)			-				
6. Relationship of Reporti (Check all applicable)	ng Person to Issuer			_				
<pre>[_] Director [_] Officer (give titl</pre>	e below) [X]	10% Owner Other (speci	fy below)					
7. Individual or Joint/Gro	oup Filing (Check applic	cable line)		_				
<pre>[X] Form filed by one [_] Form filed by more</pre>	Reporting Person than one Reporting Per	rson						
Table I Non-De	rivative Securities Acc			=				
=======================================	or Beneficially Owned		==========	=				
	2.	3. Transaction Code	4. Securities Acqu Disposed of (D) (Instr. 3, 4 ar	) nd 5)	A) or	5. Amount of Securities Beneficially - Owned at End	6. Owner- ship Form: Direct (D) or	7. Nature of Indirect
1. Title of Security (Instr. 3)	Transaction Date (mm/dd/yy)	(Instr. 8)  Code V		(A) or (D)	Price	of Month (Instr. 3 and 4)	Ìndirect (I)	Beneficial Ownership (Instr. 4)

\_\_\_\_\_\_

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

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 CONTROL NUMBER.

(Over) SEC 1474 (3/99)

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	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (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)	•	7. Title and of Underl Securitie (Instr. 3	ying s	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner-ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Class B Common Stock	1-for-1	12/17/20	01 J(1)	4,681	(2)	Class A Common Stock	4,681		4,681	D	
Class B Common Stock	1-for-1				(2)	 Class A Common Stock			12,915,388	I	(3)

## Explanation of Responses:

- (1) Distribution of shares of Class B Common Stock from RL Holding, L.P., a Delaware limited partnership of which the Reporting Person is sole general partner.
- Shares of Class B Common Stock are immediately convertible into an equal
- number of shares of Class A Common Stock. These securities are held by RL Holding, L.P., a Delaware limited partnership of which the Reporting Person is sole general partner.

RL HOLDING GROUP, INC.

/s/ Kenneth Nolan January 9, 2002 \*\*Signature of Reporting Person Date

Kenneth Nolan Attorney-in-Fact for Ralph Lauren, Chairman

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 provided 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 control number.