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).

	int or Type Responses)									
	========================= Name and Address of Rep					:==				
	Fleishman	Joel		L.						
	(Last)	(First)								
:	205 Wood Circle Court									
			Street)							
	Chapel Hill		NC	27514						
	(City)		State)							
						===				
:	Polo Ralph Lauren Corpo	ration (RL)								
	IRS Identification Numb					==				
	Statement for Month/Day									
	April 2002					:==				
5.	If Amendment, Date of C	riginal (Mc	onth/Day/Year)							
6.	======================================					:==				
	[X] Director [_] Officer (give tit	le below)	[_]	10% Owner Other (speci	fy below)					
	 Individual or Joint/Gro									
	[X] Form Filed by One F [_] Form Filed by More			1						
===:	TABLE I NON-	DERIVATIVE		QUIRED, DISPOS						
===						==				
		2. Transac- tion	2A. Deemed Execution		Disposed of (Instr. 3, 4	(D) and 5)		5. Amount of Securities Beneficially Owned Follow- ing Reported Transac-	Form: Direct	7. Nature of Indirect
	le of Security str. 3)	Date (Month/	Date, if any (Month/ Day/Year)	Instr. 8) Code V	Amount	(A) or (D)	Price	tions(s) (Instr. 3 and 4)	<pre>Indirect (I) (Instr.4)</pre>	Beneficial Ownership (Instr. 4)

Reminder: Report owned d		arate lin or indire		ch class	of securities	s beneficia	lly						
* If the form is 4(b)(v).	filed by	more tha	n one Re	porting	Person, see Ir	nstruction							
CO	NTAINED I	IN THIS F	ORM ARE	NOT REQU	ON OF INFORMATI	1D							
UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB NUMBER.  (Over)													
						SEC 1474							
FORM 4 (CONTINUED													
TABLE II DERIV					ED OF, OR BENE NVERTIBLE SECU		WNED						
											_		
											9. Number		
											of Deriv-	Owner- ship	
	2.				_			_			ative Secur-	Form of	
	Conver- sion	-	3A		5. Number of	_		7. Title and		_	ities Bene-	Deriv- ative	Nature
	or Exer-		Deemed Exe-	4.	Derivative Securities	6. Date		of Underly Securities	3		ficially Owned	ity:	In-
		Trans-	Date,	action	Acquired (A) or Disposed	Expiration	n Date			Deriv-	_		
1. Title of	of Deriv-	action Date	if any	Code (Instr.	of (D) (Instr. 3,	(Month/Da			Amount or		ported Trans-	In- direct	ficial Owner-
Derivative Security	ative Secur-		(Month/ Day/		4 and 5)		Expira- tion		Number of	-	action(s) . (Instr.		ship (Instr.
(Instr. 3)	ity 	Year) 	Year)	Code V	(A) (D)	cisable	Date	Title	Shares	5)	4)	4)	4)
Option issued pursuant to issuer's 1997 Long-Term Stock Incentive Plan	\$28.15	4/1/02		A V	3,000	(I)	4/1/12	Class A Common Stock	3,000		3,000	D	
(Right to Buy)													
Explanation of Re	sponses.												
(1) The options		become e	xercisab	ole in th	ree equal annu	ıal install	ments						
beginning on					•								
/s/ Joel L. Flo					February	, 25, 2003							
**Signature of					Da	ate							
**Intentional miss Violations. See 18 U.S.C. 1					constitute Fed	deral Crimi	nal						
Note: File three					h must be manu	ally signe	ed.						

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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## POWER OF ATTORNEY

KNOW EVERYONE BY THESE PRESENTS, that I, Joel L. Fleishman, hereby make, constitute and appoint Mr. Edward W. Scheuermann, with 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:

- to execute for and on my behalf, in my capacity as an officer, director and/or stockholder of Polo Ralph Lauren Corporation (the "Company"), 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  ${\tt my}$  behalf (in any of the capacities described in paragraph (1) above)) which may be necessary or 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 25th day of February, 2003.

/s/ Joel L. Fleishman

Joel L. Fleishman