

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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 FORM 3  
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 OMB APPROVAL  
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OMB Number: 3235-0104  
 Expires: September 30, 1998  
 Estimated average burden  
 hours per response . . . . 0.5  
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1. Name and Address of Reporting Person \*

RL Holding, L.P.  
 (Last) (First) (Middle)  
 650 Madison Avenue  
 (Street)  
 New York NY 10022  
 (City) (State) (Zip)

2. Date of Event Requiring Statement ( Month / Day / Year )

6/12/97

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Polo Ralph Lauren Corporation (RL)

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

Director X 10% Owner  
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 Officer (give title below) ----- Other (specify below)  
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6. If Amendment, Date or Original (Month/Year)

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

X Form filed by One Reporting Person  
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 Form filed by More than One Reporting Person  
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TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of security (Inst.4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Inst. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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 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 5(b)(v).

(Over)  
 SEC 1473(8-92)

FORM 3 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of Securities Underlying

(Instr. 4)

Expiration Date  
(Month/Day/Year)

Derivative Security (Instr. 4)

Date                      Expiration  
Exercisable              Date

Title

Amount or  
Number of  
Shares

-----  
Class B Common Stock

(1)

Class A Common Stock

13,383,482  
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4. Conversion or  
Exercise Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D) or  
Indirect (I)  
(Instr. 5)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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D  
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Explanation of Responses:

(1) Shares of Class B Common Stock are immediately convertible into an equal number of shares of Class A Common Stock.

\*\*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.

RL HOLDING, L.P.

By: RL Holding Group, Inc., its  
general partner

By: /s/ Ralph Lauren

June 11, 1997

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\*\*Signature of Reporting Person

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Date

Title: Chairman