

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

POLO RALPH LAUREN CORPORATION
 (Exact name of registrant as specified in its charter)

DELAWARE
 (State or other jurisdiction of
 incorporation or organization)

13-2622036
 (I.R.S. Employer
 Identification No.)

650 MADISON AVENUE
 NEW YORK, NEW YORK 10022
 (212) 318-7000
 (Address, including Zip Code, and Telephone Number,
 including Area Code, of Registrant's Principal Executive Offices)

POLO RALPH LAUREN CORPORATION
 1997 LONG-TERM STOCK INCENTIVE PLAN
 (Full title of the plan)

VICTOR COHEN, ESQ.
 GENERAL COUNSEL
 POLO RALPH LAUREN CORPORATION
 650 MADISON AVENUE
 NEW YORK, NEW YORK 10022
 (212) 318-7000
 (Name and Address, including Zip Code,
 and Telephone Number, including Area Code of Agent For Service)

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Class A Common Stock, par value \$.01 per share.....	20,000,000	\$ 16.40625	\$164,062,500	\$43,312.50

- (1) 10,000,000 shares of Class A Common Stock of Polo Ralph Lauren Corporation (the "Company") in the above-referenced plan are being registered in this registration statement. An additional 10,000,000 shares of our Class A Common Stock, also issuable under the above-referenced plan, were previously registered in registration statement No. 333-29023, for which registration fees were previously paid.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) of the Securities Act of 1933. The Proposed Maximum Offering Price Per Share is \$16.40625 and is based upon the average of the high and low sale price of the Class A Common Stock as reported by the New York Stock Exchange as of September 27, 2000, which is within five (5) business days prior to the date of this registration statement.

EXHIBIT INDEX IS LOCATED AT PAGE 4 OF THIS DOCUMENT.
 Total Pages: 4

INCORPORATION OF PREVIOUSLY FILED DOCUMENTS.

The registration statement relates to our registration statement on Form S-8, filed with the Securities and Exchange Commission on June 12, 1997, as registration statement No. 333-29023 (the "1997 Registration Statement"). This registration statement, which is filed pursuant to Instruction E of Form S-8, promulgated pursuant to the Securities Act of 1933, as amended, includes the registration statement facing page, this page, the signature page, an Exhibit Index, an Exhibit 5 legal opinion and an accountant's consent. Pursuant to Instruction E, the 1997 Registration Statement, and all documents incorporated therein and deemed incorporated therein, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 27th day of September, 2000.

POLO RALPH LAUREN CORPORATION

By: /s/ Nancy A. Platoni Poli

Nancy A. Platoni Poli
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registrant statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE - - - - -	TITLE(S) -----	DATE ----
/s/ Ralph Lauren - - - - - Ralph Lauren	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	September 8, 2000
/s/ F. Lance Isham - - - - - F. Lance Isham	Vice Chairman of the Board of Directors	September 8, 2000
/s/ Roger N. Farah - - - - - Roger N. Farah	President, Chief Operating Officer and Director	September 8, 2000
/s/ Frank A. Bennack, Jr. - - - - - Frank A. Bennack, Jr.	Director	September 8, 2000
/s/ Joel L. Fleishman - - - - - Joel L. Fleishman	Director	September 8, 2000
/s/ Richard Friedman - - - - - Richard Friedman	Director	September 8, 2000
/s/ Allen Questrom - - - - - Allen Questrom	Director	September 8, 2000
/s/ Terry S. Semel - - - - - Terry S. Semel	Director	September 8, 2000

EXHIBIT INDEX

EXHIBIT NO.		DESCRIPTION	PAGE NO.
5	-	Opinion of Counsel re Legality.	
23(a)	-	Consent of Independent Public Accountants.	
23(b)	-	Consent of Counsel (included in its opinion filed as Exhibit 5 to this Registration Statement).	
24	-	Power of Attorney (included as part of the signature page to this Registration Statement and incorporated herein by reference).	

September 28, 2000

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Dear Commissioners:

Reference is made to the Registration Statement on Form S-8 filed by Polo Ralph Lauren Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") on September 28, 2000 (the "Registration Statement") relating to the issuance of additional shares of the Company's Class A Common Stock, par value \$0.01 per share (the "Common Stock"), pursuant to the 1997 Polo Ralph Lauren Corporation Long-Term Stock Incentive Plan, as amended (the "Plan"). The Plan was originally registered on a Registration Statement on Form S-8, filed with the S.E.C. on June 12, 1997 as Registration Statement No. 333-29023.

I have reviewed copies of the Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws of the Company and the Registration Statement, and I have reviewed such other documents and records of the Company as I have deemed necessary as a basis for the opinions hereinafter expressed. I have also examined and relied upon representations, statements or certificates of public officials and officers and representatives of the Company. Based on the foregoing, I am of the opinion that the additional shares of Class A Common Stock of the Company to be issued pursuant to the Plan will be, when issued in compliance with such Plan, legally issued, fully-paid and non-assessable.

I am Executive Vice President, General Counsel and Secretary of the Company. As of September 28, 2000, I had a beneficial interest in an aggregate of approximately 42,950 shares of Common Stock.

I hereby consent to the use of this opinion as an Exhibit to the above-mentioned Registration Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the S.E.C. thereunder. I am delivering this opinion to the Company, and no person other than the Company may rely upon it.

Very truly yours,

/s/ Victor Cohen

Victor Cohen

EXHIBIT 23(a) - CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement of Polo Ralph Lauren Corporation on Form S-8 of our reports dated May 19, 2000, appearing in the Annual Report on Form 10-K of Polo Ralph Lauren Corporation for the year ended April 1, 2000.

DELOITTE & TOUCHE, LLP

New York, New York
September 28, 2000