

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

POLO RALPH LAUREN CORP.

(Name of Issuer)

CLASS A

(Title of Class of Securities)

731572103

(CUSIP Number)

Linda S. Martinson, Esq. (212) 583-2000
767 Fifth Avenue, 49th Floor, New York, NY 10153

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 28, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with this statement [].
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.)
(See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1746 (12-91)

Amendment Number 13 to Schedule 13D (continued)

CUSIP No. 731572103

Page 2 of 11 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 440,000
	8	SHARED VOTING POWER 7,731,025
	9	SOLE DISPOSITIVE POWER 440,000
	10	SHARED DISPOSITIVE POWER 7,731,025

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,171,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
25.6%

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BAMCO, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER
6,653,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

6,653,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,653,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.8%

14 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER
440,000

8 SHARED VOTING POWER
1,078,025

9 SOLE DISPOSITIVE POWER
440,000

10 SHARED DISPOSITIVE POWER
1,078,025

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,518,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.8%

14 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Asset Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER
6,153,500

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

6,153,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,153,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.3%

14 TYPE OF REPORTING PERSON*

IV, 00

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ronald Baron

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS
2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER
SHARES 440,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 7,731,025

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 440,000

10 SHARED DISPOSITIVE POWER
7,731,025

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,171,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.6%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

- Item 1. Security and Issuer
- (a) Name of Issuer:
POLO RALPH LAUREN CORP.
 - (b) Address of Issuer's Principal Executive Offices:
650 Madison Ave.
New York, NY 10153
 - (c) Title and Class of Securities:
Class A
- Item 2. Identity and Background
- (a) Name:
Baron Capital Group, Inc. ('BCG')
BAMCO, Inc. ('BAMCO')
Baron Capital Management, Inc. ('BCM')
Baron Asset Fund ('BAF')
Ronald Baron
 - (b) Business Address:
767 Fifth Avenue
New York, NY 10153
 - (c) Present Principal Employment:
BCG: Holding company
BAMCO: Investment adviser
BCM: Investment adviser
BAF: Registered investment company
Ronald Baron: Chairman and CEO: BCG, BAMCO, BCM and BAF
767 Fifth Avenue
New York, NY 10153
 - (d) Record of Convictions:
No material change.
 - (e) Record of Civil Proceedings:
No material change.
 - (f) Citizenship:
No material change.
- Item 3. Source and Amount of Funds or Other Consideration
- Since the last filing, BCM directed the purchase of 2,500 shares of the Issuer for its Investment Advisory clients for an aggregate purchase price of \$69,326. All of the shares were paid for by cash assets in the respective clients' accounts and/or by margin borrowings pursuant to standard margin agreements.

Item 4. Purpose of Transaction
No material change.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned:

BCG:	8,171,025	25.6%
BAMCO:	6,653,000	20.8%
BCM:	1,518,025	4.8%
BAF:	6,153,500	19.3%
Ronald Baron:	8,171,025	25.6%

(b) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

BCG:	440,000
BAMCO:	0
BCM:	440,000
BAF:	0
Ronald Baron:	440,000

(ii) shared power to vote or direct the vote:

BCG:	7,731,025
BAMCO:	6,653,000
BCM:	1,078,025
BAF:	6,153,500
Ronald Baron:	7,731,025

(iii) sole power to dispose or to direct the disposition:

BCG:	440,000
BAMCO:	0
BCM:	440,000
BAF:	0
Ronald Baron:	440,000

(iv) shared power to dispose or direct the disposition:

BCG:	7,731,025
BAMCO:	6,653,000
BCM:	1,078,025
BAF:	6,153,500
Ronald Baron:	7,731,025

*Reporting Persons may be deemed to share power to vote and dispose of shares referred to herein as a result of control relationships (BCG and Ronald Baron with respect to all of the shares; BAMCO with respect to its advisory clients' shares) and pursuant to investment advisory relationships with advisory clients. Reporting Persons disclaim beneficial ownership of the shares for which they share power.

(c) A schedule of transactions effected since the last filing is attached hereto.

(d) Ownership of More than Five Percent on Behalf of Another Person:
The investment advisory clients have the right to receive the dividends from, or the proceeds from the sale of the securities in their respective accounts. To the best of Reporting Person's knowledge, other than the shares reported herein, no person has such interest relating to more than 5% of the outstanding class of securities.

(e) Ownership of Less than Five Percent:
Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
No material change.

Item 7. Material to be Filed as Exhibits
Exhibit 99 - 27 days of trading.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 7, 2002

Baron Capital Group, Inc., BAMCO, Inc.,
Baron Capital Management, Inc. and Baron Asset
Fund

By:
/s/ Ronald Baron

Ronald Baron, Chairman and CEO

Ronald Baron, Individually
By:

/s/ Ronald Baron

Ronald Baron

"Baron Capital, Inc."
 Transaction Schedule
 From 05-10-02 - 06-06-02

Date	Source/ Account ID	Trans	Qty	Exec. Price
05-10-02	bamco	sl	25,000	28.2600
05-13-02	bamco	sl	25,000	28.5663
05-15-02	bcm	by	1,600	29.1500
05-15-02	bamco	sl	50,000	29.0046
05-16-02	bcm	sl	15,000	29.1969
05-16-02	bcm	sl	1,400	29.2400
05-16-02	bamco	sl	50,000	29.2210
05-17-02	bamco	sl	16,500	28.5045
05-17-02	bamco	sl	17,800	28.8876
05-20-02	bamco	sl	15,700	28.6152
05-21-02	bamco	sl	49,900	28.4711
05-21-02	bamco	sl	100	28.9300
05-22-02	bamco	sl	25,000	26.5400
05-23-02	bamco	sl	25,000	26.5600
05-24-02	bamco	sl	25,000	27.3620
05-28-02	bamco	sl	16,500	27.2335
05-28-02	bamco	sl	8,500	27.2645
05-29-02	bamco	sl	15,000	26.7889
05-29-02	bamco	sl	10,000	26.6425
05-31-02	bamco	sl	25,000	26.0748
06-03-02	bcm	sl	200	25.3800
06-03-02	bamco	sl	44,700	25.6139
06-04-02	bamco	sl	25,300	24.7833
06-05-02	bcm	by	900	25.0400
06-05-02	bamco	sl	25,000	25.0700
06-05-02	bamco	sl	25,000	25.0924
06-06-02	bamco	sl	26,500	24.9933