

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FRIEDMAN RICHARD A</u>			2. Issuer Name and Ticker or Trading Symbol <u>POLO RALPH LAUREN CORP [RL]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O GOLDMAN, SACHS & CO. 85 BROAD STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	NEW YORK	NY	10004					
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/02/2004		C		10,570,979 ⁽²⁾⁽³⁾⁽⁴⁾	A	⁽²⁾⁽³⁾⁽⁴⁾⁽⁶⁾	10,573,270	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
Class A Common Stock	03/02/2004		S		10,570,979 ⁽²⁾⁽³⁾⁽⁴⁾	D	\$31	2,291	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class C Common Stock	⁽⁶⁾	03/02/2004		C		10,570,979	⁽⁶⁾	⁽⁶⁾	Class A Common Stock	10,570,979	⁽²⁾⁽³⁾⁽⁴⁾⁽⁶⁾	0	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁶⁾

Explanation of Responses:

- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is an indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
- In connection with the exercise by certain investment partnerships (the "Limited Partnerships"), of which affiliates of Goldman Sachs and GS Group are the general partner or managing general partner, of their demand registration rights pursuant to a registration rights agreement, dated as of June 9, 1997, by and among Polo Ralph Lauren Corporation (the "Company") and the other parties signatory thereto, with respect to an aggregate of 10,570,979 shares of Class A Common Stock, the Company filed a registration statement on Form S-3 (Registration No. 333-112730) on February 12, 2004. On February 25, 2004, the Limited Partnerships entered into an underwriting agreement (the "Underwriting Agreement") with the Company and the several underwriters (including Goldman Sachs) party to the Underwriting Agreement (collectively, the "Underwriters").
- The Underwriting Agreement provided for the sale by the Limited Partnerships to the Underwriters of 9,192,156 shares of Class A Common Stock (the "Firm Shares") pursuant to an underwritten public offering. In addition, pursuant to the Underwriting Agreement, the Limited Partnerships granted the Underwriters an option (the "Over-Allotment Option"), exercisable within 30 days after the date of the Underwriting Agreement, to purchase, in whole or in part, an additional 1,378,823 shares of Class A Common Stock (the "Option Shares") at the same purchase price per share. On February 26, 2004, the Underwriters elected to exercise the Over-Allotment Option in full. In connection with the sale of the Firm Shares and the Option Shares (the "Offering"), the Limited Partnerships converted all of the shares of Class C Common Stock held by them into shares of Class A Common Stock. The consummation of the Offering occurred on March 2, 2004.
- Accordingly, on March 2, 2004, the Limited Partnerships converted, in the aggregate, 10,570,979 shares of Class C Common Stock into an equal number of Class A Common Stock and the Limited Partnerships sold, in the aggregate, 10,570,979 shares of Class A Common Stock, representing all shares of Class A Common Stock held by them, in the Offering. The shares of Class C Common Stock and Class A Common Stock reported herein as being indirectly beneficially owned by the Reporting Person were beneficially owned directly by the Limited Partnerships.
- Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 2,291 shares of Class A Common Stock.
- Shares of Class C Common Stock are convertible at any time at the option of the holder into an equal number of shares of Class A Common Stock.

/s/ Roger S. Begelman, Attorney-in-fact 03/04/2004

** Signature of Reporting Person Date

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 4 (b)(v).

** 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 is insufficient, see Instruction 6 for procedure.

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