

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 12)*

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 1, 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 12 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 450,000
	8	SHARED VOTING POWER 8,281,625
	9	SOLE DISPOSITIVE POWER 450,000
	10	SHARED DISPOSITIVE POWER 8,281,625

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,731,625

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
27.3%

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
7,199,500

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

7,199,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,199,500

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

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

22.5%

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
450,000

8 SHARED VOTING POWER
1,082,125

9 SOLE DISPOSITIVE POWER
450,000

10 SHARED DISPOSITIVE POWER
1,082,125

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,532,125

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
6,700,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
6,700,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,700,000

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

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

21.0%

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 450,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 8,281,625

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 450,000

10 SHARED DISPOSITIVE POWER
8,281,625

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,731,625

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

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

27.3%

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
No material change.

Item 4. Purpose of Transaction
No material change.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned:

BCG:	8,731,625	27.3%
BAMCO:	7,199,500	22.5%
BCM:	1,532,125	4.8%
BAF:	6,700,000	21.0%
Ronald Baron:	8,731,625	27.3%

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

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

BCG:	450,000
BAMCO:	0
BCM:	450,000
BAF:	0
Ronald Baron:	450,000

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

BCG:	8,281,625
BAMCO:	7,199,500
BCM:	1,082,125
BAF:	6,700,000
Ronald Baron:	8,281,625

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

BCG:	450,000
BAMCO:	0
BCM:	450,000
BAF:	0
Ronald Baron:	450,000

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

BCG:	8,281,625
BAMCO:	6,700,000
BCM:	1,082,125
BAF:	6,700,000
Ronald Baron:	8,281,625

*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 in the last 60 days 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 - 60 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: May 10, 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 03-10-02 - 05-09-02

Date	Source/ Account ID	Trans	Qty	Exec. Price
03-18-02	bcm	sl	25,000	28.5512
03-25-02	bcm	sl	1,500	28.4000
03-28-02	bcm	sl	3,000	28.9500
03-28-02	bcm	sl	2,700	28.9811
04-03-02	bcm	sl	2,000	27.7160
04-05-02	bamco	sl	25,000	27.7143
04-08-02	bamco	sl	25,000	27.7143
04-09-02	bcm	sl	7,500	28.6833
04-09-02	bamco	sl	25,000	28.6395
04-10-02	bcm	sl	5,000	29.3750
04-10-02	bamco	sl	25,000	29.0482
04-11-02	bamco	sl	7,500	29.1250
04-11-02	bamco	sl	12,500	29.0288
04-16-02	bcm	sl	1,400	30.6000
04-16-02	bcm	removed*	52,500	n/a
04-16-02	bamco	sl	20,000	30.3442
04-17-02	bamco	sl	5,000	30.7200
04-18-02	bamco	sl	5,000	30.3692
05-01-02	bamco	sl	25,000	28.4585
05-02-02	bamco	sl	2,700	29.2652
05-02-02	bamco	sl	13,800	29.2251
05-03-02	bamco	sl	20,500	28.5593
05-06-02	bamco	sl	1,000	27.8160
05-07-02	bamco	sl	37,000	27.9786
05-08-02	bamco	sl	25,000	27.1525
05-09-02	bamco	sl	25,000	28.4500

* Removed from BCM's discretionary management.