

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).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB NUMBER.

(Over)
SEC 1474 (9-02)

Page 1

FORM 4 (CONTINUED)

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 Exercise 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Followed Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
Class B Common Stock	1-for-1	12/16/02		J(1)	6,978	(2)	Class A Common Stock 6,978	11,659		D	
Class B Common Stock	1-for-1					(2)	Class A Common Stock	12,217,571		I	(3)

Explanation of Responses:

- (1) Distribution of shares of Class B Common Stock from RL Holding, L.P., a Delaware limited partnership of which the Reporting Person is sole general partner.
- (2) Shares of Class B Common Stock are immediately convertible into an equal number of shares of Class A Common Stock.
- (3) These securities are held by RL Holding, L.P., a Delaware limited partnership of which the Reporting Person is sole general partner.

RL Holding Group, Inc.

/s/ Edward W. Scheuermann

December 18, 2002

**Signature of Reporting Person
Edward W. Scheuermann
Attorney-in-Fact for Ralph Lauren, Chairman

Date

**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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

KNOW EVERYONE BY THESE PRESENTS, that I, Ralph Lauren, hereby make, constitute and appoint Mr. Edward W. Scheuermann, for a period of one year, with the full power of substitution, my true and lawful agent and attorney-in-fact and confer upon such agent and attorney-in-fact the power and authority in my name, place and stead, in any way which I could do if personally present:

- (1) to execute for and on my behalf, in my capacity as an officer, director and/or stockholder of Polo Ralph Lauren Corporation (the "Company"), or in my capacity as an officer, director and/or stockholder of RL Holding Group, Inc., a Delaware corporation and the general partner of RL Holding, L.P., a Delaware partnership ("RL Holding"), or in my capacity as the general partner of RL Family, L.P., a Delaware partnership ("RL Family"), any and all forms and filings required pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including, without limitation, Forms 3, 4 and 5;
- (2) to do and perform any and all acts for and on my behalf (in any of the capacities described in paragraph (1) above) which may be necessary or desirable to complete and execute any such forms or filings and timely file such forms or filings with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) to execute and deliver on my behalf (in any of the capacities described in paragraph (1) above) any other forms, filings, consents, authorizations, certificates, instruments or other documents necessary or desirable to authorize, approve, effect, facilitate or consummate any of the transactions described above.

IN WITNESS WHEREOF, I have hereunto set my hand on this 13th day of December, 2002.

/s/ Ralph Lauren

Ralph Lauren