

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

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)

January 15, 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 10 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

OO  
-----

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 9,125,125
	9	SOLE DISPOSITIVE POWER 450,000
	10	SHARED DISPOSITIVE POWER 9,125,125

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9,575,125

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
30.3%

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  
7,790,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

7,790,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,790,000

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

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

24.6%

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

OO

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 7 SOLE VOTING POWER  
SHARES 450,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
EACH 1,335,125

REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 450,000

10 SHARED DISPOSITIVE POWER

1,335,125

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,785,125

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

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

5.6%

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  
7,300,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER  
7,300,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,300,000

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

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

23.1%

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

OO

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 9,125,125

REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 450,000

10 SHARED DISPOSITIVE POWER  
9,125,125

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,575,125

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

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

30.3%

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:	9,575,125	30.3%
BAMCO:	7,790,000	24.6%
BCM:	1,785,125	5.6%
BAF:	7,300,000	23.1%
Ronald Baron:	9,575,125	30.3%

(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:	9,125,125
BAMCO:	7,790,000
BCM:	1,335,125
BAF:	7,300,000
Ronald Baron:	9,125,125

(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:	9,125,125
BAMCO:	7,790,000
BCM:	1,335,125
BAF:	7,300,000
Ronald Baron:	9,125,125

\*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 - 25 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: January 24, 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 12-31-01 - 01/24/02

Date	Source/ Account ID	Trans	Qty	Exec. Price
12-31-01	bcm	sl	2000	26.6610
12-31-01	bcm	sl	1500	26.8022
12-31-01	bcm	sl	4500	26.8022
12-31-01	bamco	sl	47100	26.5744
12-31-01	bamco	sl	10000	26.5744
01-02-02	bamco	sl	25000	26.2104
01-03-02	bamco	sl	25000	26.7318
01-04-02	bamco	sl	25000	27.0756
01-07-02	bcm	sl	500	28.8000
01-07-02	bamco	sl	20000	28.1244
01-09-02	bamco	sl	5000	28.5550
01-10-02	bamco	sl	20000	27.8531
01-11-02	bamco	sl	6200	27.8234
01-11-02	bamco	sl	30500	27.9763
01-14-02	bcm	sl	15000	27.0082
01-14-02	bamco	sl	10000	26.9585
01-14-02	bamco	sl	28300	27.0869
01-15-02	bcm	sl	5000	27.5000
01-15-02	bamco	sl	12500	27.1940
01-15-02	bamco	sl	12500	27.1746
01-16-02	bamco	sl	18500	27.0538
01-17-02	bamco	sl	1500	26.2000
01-18-02	bamco	sl	2500	26.8020
01-22-02	bamco	sl	2500	27.0000
01-24-02	bcm	sl	200	27.0000
01-24-02	bamco	sl	25000	27.1972