

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

SCHEDULE 13D

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

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, 24th Floor, New York, NY 10153

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

(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).

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 7 SOLE VOTING POWER
SHARES 370,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 10,027,500

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 370,000

10 SHARED DISPOSITIVE POWER
10,027,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,397,500

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

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

30.6%

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 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY EACH 8,874,600

REPORTING 9 SOLE DISPOSITIVE POWER
PERSON WITH

10 SHARED DISPOSITIVE POWER

8,874,600

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,874,600

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

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

26.1%

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
370,000

8 SHARED VOTING POWER
1,152,900

9 SOLE DISPOSITIVE POWER
370,000

10 SHARED DISPOSITIVE POWER
1,152,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,522,900

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

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

4.5%

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 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
8,654,600

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

8,654,600

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,654,600

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

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

25.5%

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 370,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 10,027,500

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 370,000

10 SHARED DISPOSITIVE POWER
10,027,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,397,500

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

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

30.6%

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 Avenue
New York, NY 10022
 - (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: President: BCG, BAMCO, BCM; CEO OF BAF
767 Fifth Avenue
New York, NY 10153
 - (d) Record of Convictions:
During the last five years, Filing Persons were not convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors.)
 - (e) Record of Civil Proceedings:
During the last five years, Filing Persons were not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating such activities subject to, federal or state securities laws or finding any violation with respect to such laws.
 - (f) Citizenship:
BCG, BAMCO and BCM are New York corporations. BAF is a Massachusetts business trust. Ronald Baron is a citizen of the United States.
- Item 3. Source and Amount of Funds or Other Consideration
- Ronald Baron owns no shares of the issuer directly. BAMCO directed the purchase of 8,874,600 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$234,790,638. Of these shares, 8,654,600 were acquired for the account of BAF for an aggregate purchase price of \$229,309,596. BCM directed the purchase of 1,152,900 shares of the issuer for its investment advisory clients for an aggregate purchase price of \$29,624,193. And BCM also purchased 370,000 shares of the issuer for two investment partnerships for an aggregate price of 48,676,794. 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

The securities referred to herein were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes of effect. Filing Persons reserve the right to discuss management and other proposals with other persons.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned:

BCG:	10,397,500	30.6%
BAMCO:	8,874,600	26.1%
BCM:	1,522,900	4.5%
BAF:	8,654,600	25.5%
Ronald Baron:	10,397,500	30.6%

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

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

BCG:	370,000
BAMCO:	0
BCM:	370,000
BAF:	0
Ronald Baron:	370,000

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

BCG:	10,027,500
BAMCO:	8,874,600
BCM:	1,152,900
BAF:	8,654,600
Ronald Baron:	10,027,500

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

BCG:	370,000
BAMCO:	0
BCM:	370,000
BAF:	0
Ronald Baron:	370,000

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

BCG:	10,027,500
BAMCO:	8,874,600
BCM:	1,152,900
BAF:	8,654,600
Ronald Baron:	10,027,500

*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 the BAF 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 sixty 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

By virtue of their investment advisory agreements with their clients, BCM and BAMCO have been given the discretion to dispose or direct the disposition of the securities in the advisory accounts. All such agreements are, however, revocable. The advisory agreements for the Baron Funds have been approved by their Board of Trustees. The agreements of the Baron Funds are filed as exhibit 99 to Form N1-A for Baron Asset Fund and are incorporated by reference herein. All the advisory agreements are pursuant to a standard form.

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: October 9, 1998

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

/s/ Ronald Baron

Ronald Baron, President

Ronald Baron, Individually
By:

/s/ Ronald Baron

Ronald Baron

Transaction Schedule
 From 07-30-98 To 09-30-98

Date	Acct ID	Trans	Qty	Exec. Price
08-03-98	bamco	buy	55,200	27.2644
08-04-98	bamco	buy	59,800	27.0422
08-04-98	bamco	buy	10,000	27.7500
08-06-98	bamco	buy	10,000	26.3750
08-07-98	bamco	buy	15,000	27.6459
08-11-98	bamco	buy	10,000	26.3719
08-14-98	bamco	buy	10,000	27.0000
08-14-98	bcm	buy	6,300	27.0238
08-14-98	bcm	buy	5,000	27.0238
08-17-98	bamco	buy	20,000	26.1898
08-17-98	bcm	buy	10,000	26.1898
08-17-98	bcm	buy	7,500	26.1898
08-18-98	bamco	buy	20,000	26.3750
08-18-98	bcm	buy	6,000	26.3750
08-19-98	bamco	buy	50,000	25.8625
08-20-98	bamco	buy	20,000	25.5625
08-21-98	bamco	buy	10,000	24.9225
08-24-98	bamco	buy	20,000	24.4413
08-25-98	bamco	buy	25,000	25.0189
08-25-98	bcm	buy	65,000	25.0189
08-26-98	bamco	buy	9,600	24.4319
08-26-98	bcm	buy	50,000	24.4319
08-27-98	bcm	buy	40,000	23.7969
08-28-98	bcm	buy	5,000	23.3750
08-28-98	bcm	buy	2,500	22.8750
08-28-98	bcm	buy	7,500	22.8750
09-09-98	bcm	buy	60,000	20.9375
09-11-98	bcm	buy	20,000	21.2325
09-14-98	bcm	buy	20,000	22.8798
09-14-98	bamco	buy	20,000	22.8798
09-15-98	bcm	buy	8,000	23.1435
09-15-98	bamco	buy	20,000	23.1435
09-16-98	bcm	buy	25,000	22.9673
09-18-98	bcm	buy	10,000	22.4841
09-18-98	bcm	buy	5,000	22.4841
09-18-98	bcm	buy	12,000	22.4841
09-18-98	bamco	buy	10,000	22.4841
09-21-98	bcm	buy	20,000	21.8750
09-23-98	bcm	buy	20,000	20.6667
09-23-98	bcm	buy	10,000	20.6667
09-25-98	bcm	buy	11,000	20.7716
09-25-98	bcm	buy	4,700	20.7881
09-25-98	bcm	buy	7,500	20.7881
09-25-98	bcm	buy	6,000	20.7881
09-25-98	bcm	buy	6,500	20.7881
09-25-98	bcm	buy	1,700	20.6250
09-25-98	bcm	buy	7,500	20.7881
09-25-98	bcm	buy	1,500	20.7716
09-25-98	bcm	buy	10,500	20.7881
09-25-98	bcm	buy	1,900	20.9717
09-25-98	bcm	buy	4,500	20.9717
09-25-98	bcm	buy	1,400	20.7881
09-25-98	bcm	buy	1,400	20.7881
09-25-98	bcm	buy	2,500	20.7881
09-25-98	bcm	buy	11,500	20.7716
09-25-98	bcm	buy	11,000	20.7881
09-28-98	bcm	buy	20,000	21.2500
09-29-98	bcm	buy	40,000	20.5788