

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

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

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1. Name and Address of Reporting Person\*

Friedman, Richard A.  
-----  
(Last) (First) (Middle)  
c/o Goldman, Sachs & Co.  
85 Broad Street

-----  
(Street)

New York, New York 10004  
-----  
(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Polo Ralph Lauren Corporation  
(RL)

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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Year

February/2000

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5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

[ X ] Director [ ] 10% Owner  
[ ] Officer (give title below) [ ] Other (specify below)

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7. Individual or Joint/Group Filing (Check Applicable Line)

[ X ] Form filed by One Reporting Person  
[ ] Form filed by More than One Reporting Person

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

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction Date<br>(Month/Day/Year) | 3.<br>Transaction Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |           |       | 5.<br>Amount of Securities<br>Beneficially<br>Owned at End<br>of Month<br>(Instr. 3<br>and 4) | 6.<br>Ownership Form:<br>(D) or<br>Indirect<br>Indirect<br>(Instr. 4) | 7.<br>Nature of<br>Indirect<br>Ownership<br>(Instr. 4) |
|---------------------------------------|--|--------------------------------------|--|-----------|-------|---|---|--|
|                                       |  |                                      | Amount   | or<br>(D) | Price |   |   |  |

|                      |          |   |  |     |   |           |       |   |    |
|----------------------|----------|---|--|-----|---|-----------|-------|---|----|
| Class A Common Stock | 02/15/00 | P |  | 100 | A | \$15.5625 | 1,900 | I | 01 |
|----------------------|----------|---|--|-----|---|-----------|-------|---|----|

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).

FORM 4 (continued)

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

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or<br>Exercise<br>Price<br>of<br>Deriv-<br>ative<br>Security | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5) | 6.<br>Date<br>of Exer-<br>cisable<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8.<br>Price<br>of<br>Deriv-<br>ative<br>Security<br>(Instr.<br>5) | 9.<br>Number<br>of<br>Deriv-<br>ative<br>Secur-<br>ities<br>Owned<br>at End<br>of Month<br>(Instr.<br>4) | 10.<br>Owner-<br>ship<br>of<br>Deriv-<br>ative<br>Secur-<br>ity:<br>Direct<br>(D) or<br>Bene-<br>ficial<br>(I)<br>(Instr.<br>4) | 11.<br>Nature<br>of<br>Direct<br>or<br>In-<br>direct<br>Owner-<br>ship<br>(Instr.<br>4) |
|--|--|--|---|--|---|---|---|--|---|---|
|--|--|--|---|--|---|---|---|--|---|---|

|                      |    |  |  |  |    |    |                      |           |    |   |    |
|----------------------|----|--|--|--|----|----|----------------------|-----------|----|---|----|
| Class C Common Stock | 02 |  |  |  | 02 | 02 | Class A Common Stock | 02 and 03 | 03 | I | 03 |
|----------------------|----|--|--|--|----|----|----------------------|-----------|----|---|----|

Explanation of Responses:

01: The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). The shares of Class A Common Stock reported herein as indirectly purchased were purchased and may be deemed to be beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

02: 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.

03: The Reporting Person is a managing director of Goldman Sachs. Goldman Sachs is an indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). Goldman Sachs and GS Group may be deemed to own beneficially and indirectly in the aggregate 22,720,979 shares of Class C Common Stock through certain investment partnerships (the "Limited Partnerships") of which affiliates of Goldman Sachs and GS Group are the general partner or managing general partner. Goldman Sachs is the investment manager of one of the Limited Partnerships. The shares of Class C Common Stock reported herein as indirectly beneficially owned are owned by the Limited Partnerships. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

By: s/ Roger S. Begelman

March 10, 2000

\*\*Signature of Reporting Person  
Attorney-in-fact

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 provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b) (4) of Regulation S-T.

