

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

SCHEDULE 13G

(Amendment No. 2)

Under the Securities and Exchange Act of 1934

POLO RALPH LAUREN CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

731572 10 3

(CUSIP Number)

DECEMBER 16, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP NO. 731572 10 3

SC 13G

PAGE 2 OF 8 PAGES  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Ralph Lauren

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

-----  
5 SOLE VOTING POWER  
NUMBER OF 30,743,288 (representing 29,493,288 shares of  
SHARES Class B Common Stock, par value \$.01 per share,  
immediately convertible into an equal number of  
BENEFICIALLY shares of Class A Common Stock, and options  
representing the right to acquire 1,250,000  
shares of Class A Common Stock at a weighted  
average price of \$23.51158 per share)

OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
13,786,733 (representing 13,786,733 shares of  
Class B Common Stock, par value \$.01 per share,  
immediately convertible into an equal number of  
shares of Class A Common Stock)

7 SOLE DISPOSITIVE POWER  
30,743,288 (representing 29,493,288 shares of  
Class B Common Stock, par value \$.01 per share,  
immediately convertible into an equal number of  
shares of Class A Common Stock, and options  
representing the right to acquire 1,250,000  
shares of Class A Common Stock at a weighted  
average price of \$23.51158 per share)

8 SHARED DISPOSITIVE POWER  
13,786,733 (representing 13,786,733 shares of  
Class B Common Stock, par value \$.01 per share,  
immediately convertible into an equal number of  
shares of Class A Common Stock)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
44,530,021 (representing 43,280,021 shares of Class B Common Stock,  
par value \$.01 per share, immediately convertible into an equal  
number of shares of Class A Common Stock, and options representing  
the right to acquire 1,250,000 shares of Class A Common Stock at a  
weighted average price of \$23.51158 per share)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
49.7%

12 TYPE OF REPORTING PERSON  
IN

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

RL Holding, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED		12,217,571 (representing 12,217,571 shares of
BY EACH		Class B Common Stock, par value \$.01 per share,
REPORTING		immediately convertible into an equal number of
PERSON		shares of Class A Common Stock)
WITH	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		12,217,571 (representing 12,217,571 shares of
		Class B Common Stock, par value \$.01 per share,
		immediately convertible into an equal number of
		shares of Class A Common Stock)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,217,571 (representing 12,217,571 shares of Class B Common Stock,  
par value \$.01 per share, immediately convertible into an equal  
number of shares of Class A Common Stock)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
13.6%

12 TYPE OF REPORTING PERSON  
PN

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

RL Holding Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED		12,217,571 (representing 12,217,571 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)
BY EACH		
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		0
WITH	8	SHARED DISPOSITIVE POWER
		12,217,571 (representing 12,217,571 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,217,571 (representing 12,217,571 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
13.6%

12 TYPE OF REPORTING PERSON  
CO

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

RL Family, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED		1,557,503 (representing 1,557,503 shares of
BY EACH		Class B Common Stock, par value \$.01 per share,
REPORTING	7	immediately convertible into an equal number of
PERSON		shares of Class A Common Stock)
WITH	8	SOLE DISPOSITIVE POWER
		0
		SHARED DISPOSITIVE POWER
		1,557,503 (representing 1,557,503 shares of
		Class B Common Stock, par value \$.01 per share,
		immediately convertible into an equal number of
		shares of Class A Common Stock)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,557,503 (representing 1,557,503 shares of Class B Common Stock,  
par value \$.01 per share, immediately convertible into an equal  
number of shares of Class A Common Stock)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.7%

12 TYPE OF REPORTING PERSON  
PN

ITEM 1  
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## (A) NAME OF ISSUER

Polo Ralph Lauren Corporation

## (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

650 Madison Avenue  
New York, New York 10022ITEM 2  
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## (A) NAME OF PERSON FILING

- (i) Ralph Lauren
- (ii) RL Holding, L.P.
- (iii) RL Holding Group, Inc.
- (iv) RL Family, L.P.

## (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

c/o Polo Ralph Lauren Corporation  
650 Madison Avenue  
New York, New York 10022

## (C) CITIZENSHIP

- (i) Ralph Lauren -- United States of America
- (ii) RL Holding, L.P. -- Delaware
- (iii) RL Holding Group, Inc. -- Delaware
- (iv) RL Family, L.P. -- Delaware

## (D) TITLE OF CLASS OF SECURITIES

Class A Common Stock, par value \$.01 per share

## (E) CUSIP NUMBER

731572 10 3

ITEM 3  
-----IF THIS STATEMENT IS FILED PURSUANT TOSS.SS.240.13D-1(B) OR  
240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or Dealer registered under Section 15 of  
the Act (15 U.S.C. 78o)
- (b)  Bank as defined in section 3(a)(6) of the Act  
(15 U.S.C. 78c)

- (c)  Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e)  Investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g)  A parent holding company or control person in accordance with ss. 240.13d-1(b)(ii)(G)
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)  Group, in accordance with ss. 240.13d-1(b)(1)(ii)(H)

ITEM 4 OWNERSHIP

See responses to Items 5, 6, 7, 8, 9, and 11 of Cover Pages.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING [ ].

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10 CERTIFICATIONS

Not applicable

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: February 12, 2003

/s/ Ralph Lauren  
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RALPH LAUREN

RL HOLDING, L.P.

By: RL Holding Group, Inc.,  
its General Partner

By: /s/ Ralph Lauren  
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Name: Ralph Lauren  
Title: Chairman

RL HOLDING GROUP, INC.

By: /s/ Ralph Lauren  
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Name: Ralph Lauren  
Title: Chairman

RL FAMILY, L.P.

By: /s/ Ralph Lauren  
-----

Name: Ralph Lauren  
Title: General Partner