

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

FORM 4

OMB APPROVAL

[] CHECK THIS BOX IF NO LONGER
SUBJECT TO SECTION 16. FORM 4
OR FORM 5 OBLIGATIONS MAY
CONTINUE. SEE INSTRUCTION 1(B).

OMB Number: 3235-0287
Expires: December 31, 2001
Estimated average burden
hours per response 0.5

1. Name and Address of Reporting Person *

Williams Douglas L.
(Last) (First) (Middle)

650 Madison Avenue
(Street)

New York New York 10022
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Polo Ralph Lauren Corporation (RL)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement of Month/Year

June 2000

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

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

Director 10% Owner

 Officer (give title Other
----- below) ----- (specify
below)

Group President, Global Business Development

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

Form filed by One Reporting Person

 Form filed by More than One Reporting Person

TABLE I-- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Owner- ship Form: Direct (D) Indirect (I) (Instr. 4) | 7. Nature of In- direct Bene- ficial Owner- ship (Instr. 4) |
|------------------------------------|--|---|---|--|--|--|
| | | Code V | Amount or Price (A) or (D) | | | |

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).

(Over)
SEC 1474 9-96

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. Conver- sion or Exercise | 3. Trans- action Date | 4. Transac- tion Code (Instr. 8) | 5. Number of Deriv- ative Securities Ac- quired (A) or Dis- | 6. Date Exer- cisable and Ex- piration Date |
|---|-----------------------------------|-----------------------------|--|---|---|
|---|-----------------------------------|-----------------------------|--|---|---|

| | Price of Derivative Security | (Month/Day/Year) | posed of (D) | | (Instr. 3, 4 and 5) | | (Month/Day/Year) | |
|--|------------------------------|------------------|--------------|---|---------------------|-----|------------------|-----------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| Options issued pursuant to Issuer's 1997 Long-Term Stock Incentive Plan (Right to Buy) | | | | | | | | |
| | \$13.96875 | 6/13/00 | A | V | 42,000 | | (1) | 6/13/10 |

| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|--|--|
| Title | Amount or Number of Shares | | | |
| Class A Common Stock | 42,000 | 283,000 | D | |

Explanation of Responses:

(1) The options vest and become exercisable in three equal annual installments beginning on June 13, 2001.

** 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 procedure.

/s/ Douglas L. Williams
 **Signature of Reporting Person

June 27, 2000
 Date

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.