

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

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).

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 370,000
	8	SHARED VOTING POWER 10,649,650
	9	SOLE DISPOSITIVE POWER 370,000
	10	SHARED DISPOSITIVE POWER 10,649,650

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
11,019,650

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
32.4%

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  
9,496,750

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

9,496,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,496,750

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

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

28.0%

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  
9,276,500

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

9,276,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,276,500

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

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

27.3%

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 10,649,650

REPORTING PERSON 9 SOLE DISPOSITIVE POWER  
WITH 370,000

10 SHARED DISPOSITIVE POWER  
10,649,650

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,019,650

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

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

32.4%

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:  
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
- Ronald Baron owns no shares of the issuer directly. BAMCO directed the purchase of 9,496,750 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$247,507,202. Of these shares, 9,276,500 were acquired for the account of BAF for an aggregate purchase price of \$242,020,710. BCM directed the purchase of 1,152,900 shares of the issuer for its investment advisory clients for an aggregate purchase price of \$29,593,380. And BCM also purchased 370,000 shares of the issuer for two investment partnerships for an aggregate price of \$8,676,794. 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
- No material change.



## Item 5. Interest in Securities of the Issuer

## (a) Amount and percentage beneficially owned:

BCG:	11,019,650	32.4%
BAMCO:	9,496,750	28.0%
BCM:	1,522,900	4.5%
BAF:	9,276,500	27.3%
Ronald Baron:	11,019,650	32.4%

## (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:	10,649,650
BAMCO:	9,496,750
BCM:	1,152,900
BAF:	9,276,500
Ronald Baron:	10,649,650

## (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:	10,649,650
BAMCO:	9,496,750
BCM:	1,152,900
BAF:	9,276,500
Ronald Baron:	10,649,650

\*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.

#The percentages reported are with respect to Class A stock only, which has one vote per share. The Issuer's Class B stock has 10 votes per share, and the Issuer's Class C stock has one vote per share, making the total combined voting percentage for the Registrants hereunder equal to 2.3% of the combined voting power of the Issuer's outstanding voting securities.

## (c) A schedule of transactions effected in the last fifteen days is attached hereto.



(d) Ownership of More than Five Percent on Behalf of Another Person:  
No material change.

(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 - 15 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 16, 1998

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

/s/ Ronald Baron

\_\_\_\_\_  
Ronald Baron, President

Ronald Baron, Individually  
By:

/s/ Ronald Baron

\_\_\_\_\_  
Ronald Baron



Transaction Schedule  
From 10-01-98 To 10-15-98

Date	Acct ID	Trans	Qty	Exec. Price
10-01-98	bamco	buy	55,400	19.3768
10-01-98	bamco	buy	16,500	18.6477
10-02-98	bamco	buy	68,400	19.4266
10-05-98	bamco	buy	126,700	19.6918
10-05-98	bcm	buy	4,000	19.6918
10-06-98	bamco	buy	10,000	19.6856
10-09-98	bamco	buy	10,000	18.9619
10-12-98	bamco	buy	160,000	20.6845
10-13-98	bamco	buy	5,500	20.7500
10-13-98	bamco	buy	65,700	21.7380
10-13-98	bcm	sell	4,000	21.8750
10-13-98	bamco	buy	250	21.7380
10-15-98	bamco	buy	53,700	22.5111
10-15-98	bamco	buy	50,000	20.4395