

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 3

 OMB APPROVAL

OMB Number: 3235-0104
 Expires: September 30, 1998
 Estimated average burden
 hours per response 0.5

1. Name and Address of Reporting Person *

RL Holding Group, Inc.
 (Last) (First) (Middle)
 650 Madison Avenue
 (Street)
 New York NY 10022
 (City) (State) (Zip)

2. Date of Event Requiring Statement (Month / Day / Year)

6/12/97

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

4. Issuer Name and Ticker or Trading Symbol

Polo Ralph Lauren Corporation (RL)

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

Director X 10% Owner

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

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

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

X Form filed by One Reporting Person

 Form filed by More than One Reporting Person

TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of security (Inst.4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Inst. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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 5(b)(v).

(Over)
 SEC 1473(8-92)

FORM 3 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of Securities Underlying

(Instr. 4)

Expiration Date
(Month/Day/Year)

Derivative Security (Instr. 4)

Date Expirable Expiration
Exercisable Date

Title

Amount or
Number of
Shares

Class B Common Stock

(1)

Class A Common Stock

13,383,482

4. Conversion or
Exercise Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D) or
Indirect (I)
(Instr. 5)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

I

(2)(3)

Explanation of Responses:

- (1) Shares of Class B Common Stock are immediately convertible into an equal number of shares of Class A Common Stock.
- (2) Held by RL Holding, L.P., a Delaware limited partnership of which the reporting person is the sole general partner.
- (3) The Reporting Person disclaims beneficial ownership of certain of these securities.

**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.

RL HOLDING GROUP, INC.

By: /s/ Ralph Lauren

June 11, 1997

**Signature of Reporting Person

Date

Title: Chairman