

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)

December 16, 1998

(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

OO

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 7 SOLE VOTING POWER
SHARES 310,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 11,641,900

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 310,000

10 SHARED DISPOSITIVE POWER
11,641,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,951,900

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

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

35.5%

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
10,403,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

10,403,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,403,000

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

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

30.9%

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

OO

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 7 SOLE VOTING POWER
SHARES 310,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 1,238,900

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 310,000

10 SHARED DISPOSITIVE POWER

1,238,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,548,900

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

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

4.6%

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
10,175,000

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

10,175,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,175,000

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

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

30.2%

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

OO

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 310,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 11,641,900

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 310,000

10 SHARED DISPOSITIVE POWER
11,641,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,951,900

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

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

35.5%

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 10,403,000 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$266,202,859. Of these shares, 10,175,000 were acquired for the account of BAF for an aggregate purchase price of \$260,722,910. BCM directed the purchase of 1,238,900 shares of the issuer for its investment advisory clients for an aggregate purchase price of \$31,306,174. And BCM also purchased 310,000 shares of the issuer for two investment partnerships for an aggregate price of \$7,090,979. 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:	11,951,900	35.5%
BAMCO:	10,403,000	30.9%
BCM:	1,548,900	4.6%
BAF:	10,175,000	30.2%
Ronald Baron:	11,951,900	35.5%

(b) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

BCG:	310,000
BAMCO:	0
BCM:	310,000
BAF:	0
Ronald Baron:	310,000

(ii) shared power to vote or direct the vote:

BCG:	11,641,900
BAMCO:	10,403,000
BCM:	1,238,900
BAF:	10,175,000
Ronald Baron:	11,641,900

(iii) sole power to dispose or to direct the disposition:

BCG:	310,000
BAMCO:	0
BCM:	310,000
BAF:	0
Ronald Baron:	310,000

(iv) shared power to dispose or direct the disposition:

BCG:	11,641,900
BAMCO:	10,403,000
BCM:	1,238,900
BAF:	10,175,000
Ronald Baron:	11,641,900

*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 2.4% of the combined voting power of the Issuer's outstanding voting securities.

(c) A schedule of transactions effected in the last forty-nine 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 - 49 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: December 17, 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 10-29-98 To 12-16-98

Date	Acct ID	Trans	Qty	Exec. Price
-----	-----	-----	-----	-----
10-29-98	bamco	buy	10,000	21.3175
10-30-98	bamco	buy	25,000	21.0000
11-02-98	bamco	buy	25,000	23.0835
11-04-98	bamco	buy	10,500	23.4788
11-04-98	bamco	buy	5,500	23.8750
11-04-98	bcm	buy	9,000	23.4788
11-04-98	bcm	buy	4,500	23.8750
11-05-98	bamco	buy	24,000	20.2448
11-10-98	bamco	buy	40,000	19.0000
11-11-98	bamco	buy	40,500	18.7120
11-12-98	bamco	buy	24,500	18.7886
11-12-98	bamco	buy	100	18.7886
11-17-98	bamco	buy	38,700	18.1387
11-18-98	bamco	buy	11,200	18.8722
11-19-98	bamco	buy	25,100	19.8613
11-20-98	bcm	sell	25,000	19.8868
11-23-98	bcm	sell	5,000	20.3743
11-24-98	bcm	sell	15,000	19.8639
11-25-98	bcm	sell	15,000	19.3661
11-27-98	bamco	buy	3,000	19.4792
11-30-98	bcm	buy	6,500	19.2500
11-30-98	bcm	sell	5,000	18.5619
11-30-98	bamco	buy	650	19.0529
12-01-98	bcm	sell	10,000	18.2188
12-03-98	bcm	sell	10,000	18.3750
12-10-98	bamco	buy	9,000	17.2500
12-10-98	bamco	buy	23,600	17.5122
12-10-98	bcm	buy	5,000	17.5625
12-10-98	bamco	buy	3,000	17.5122
12-10-98	bamco	buy	1,000	17.2500
12-11-98	bamco	buy	50,000	17.2625
12-15-98	bamco	buy	17,400	16.6379
12-16-98	bamco	buy	75,000	16.3138