

PHILLIPS VAN HEUSEN CORP /DE/  
Form 4  
April 11, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DUANE FRANCIS K

(Last) (First) (Middle)

C/O PHILLIPS-VAN HEUSEN CORPORATION, 200 MADISON AVENUE

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PHILLIPS VAN HEUSEN CORP /DE/ [PVH]

3. Date of Earliest Transaction (Month/Day/Year)  
04/07/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman, Wholesale

6. Individual or Joint/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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$1 par value	04/07/2011		A		5,388 (1)	A	\$ 0 (1)
Common Stock, \$1 par value	04/07/2011		M		45,000	A	\$ 35.63
Common Stock, \$1 par value	04/07/2011		M		10,100	A	\$ 36.45
							35,007 (2)
							80,007 (2)
							90,107 (2)

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Common Stock, \$1 par value	04/07/2011	S	55,100	D	\$ 65.0988 (3)	35,007 (2)	D	
Common Stock, \$1 par value	04/08/2011	M	7,762	A	\$ 36.45	42,769 (2)	D	
Common Stock, \$1 par value	04/08/2011	S	7,762	D	\$ 65.126 (4)	35,007 (2)	D	
Common Stock, \$1 par value	04/09/2011	F	1,098 (5)	D	\$ 64.08	33,909 (6)	D	
Common Stock, \$1 par value						506.496	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy) (7)	\$ 64.97	04/07/2011		A	20,300	(8) 04/07/2021	Common Stock, \$1 par value	20,300
Option (Right to Buy) (7)	\$ 35.63	04/07/2011		A	45,000	(9) 01/17/2016	Common Stock, \$1 par value	45,000
Option (Right to Buy) (7)	\$ 36.45	04/07/2011		A	10,100	(10) 04/09/2018	Common Stock, \$1 par value	10,100
Option (Right to Buy) (7)	\$ 36.45	04/08/2011		A	7,762	(11) 04/09/2018	Common Stock, \$1 par value	7,762

Buy) <sup>(7)</sup>

par value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUANE FRANCIS K C/O PHILLIPS-VAN HEUSEN CORPORATION 200 MADISON AVENUE NEW YORK, NY 10016			Vice Chairman, Wholesale	

## Signatures

Francis K. Duane	04/09/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's Common Stock. The units vest 25% (1,347 shares) on the second anniversary of grant, 25% (1,347 shares) on the third anniversary of grant and 50% (2,694 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
  - (2) Includes 28,913 shares of Common Stock subject to awards of restricted stock units.
  - (3) This price is a weighted average price. The sales occurred at prices from \$65.00 to \$65.30. The reporting person will provide to the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
  - (4) This price is a weighted average price. The sales occurred at prices from \$65.00 to \$65.38. The reporting person will provide to the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
  - (5) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 2,375 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
  - (6) Includes 26,538 shares of Common Stock subject to awards of restricted stock units.
  - (7) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
  - (8) Options to acquire 5,075 shares become exercisable on each of 4/7/2012, 4/7/2013, 4/7/2014 and 4/7/2015.
  - (9) Options to acquire 11,250 shares became exercisable on each of 1/17/07, 1/17/08, 1/17/09 and 1/17/10.
  - (10) Options to acquire 9,750 shares became exercisable on 4/9/09 and 350 shares became exercisable on 4/9/10.
  - (11) Options to acquire 7,762 shares became exercisable on 4/9/10.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.