

GEHRING FRED
Form 4
May 10, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GEHRING FRED

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO of Tommy Hilfiger

C/O TOMMY HILFIGER U.S.A., INC., 601 WEST 26TH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10001

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, \$1 par value	05/06/2011		S ⁽¹⁾	47,884	D	\$ 67.526 ⁽²⁾	1,354,487 ⁽³⁾ I	By Elmira 5 B.V.
Common Stock, \$1 par value	05/06/2011		S ⁽¹⁾	49,978	D	\$ 68.3162 ⁽⁴⁾	1,304,509 ⁽³⁾ I	By Elmira 5 B.V.
Common Stock, \$1 par value	05/06/2011		S ⁽¹⁾	3,250	D	\$ 69.3156 ⁽⁵⁾	1,301,259 ⁽³⁾ I	By Elmira 5 B.V.
Common							60,562 ⁽⁶⁾ I	By

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Stock, \$1
par value

Tommy
Hilfiger
Holding
S.a.r.l.

Common
Stock, \$1
par value

21,428 ⁽⁷⁾ D

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GEHRING FRED
C/O TOMMY HILFIGER U.S.A., INC.
601 WEST 26TH STREET
NEW YORK, NY 10001

CEO of Tommy Hilfiger

Signatures

Fred Gehring

05/10/2011

**Signature of
Reporting Person

Date

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) This sale was effected pursuant to a Rule 105b-1 trading plan adopted by Elmira 5 B.V. on April 5, 2011.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.97 to \$67.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) 993,346 of these shares are held in escrow. 409,024 of such shares will be released on each of May 6, 2012 and May 6, 2013. The remaining 175,298 of such shares will be released on May 6, 2012, subject to forfeiture if certain vesting conditions are not met. Earlier release of shares from escrow may occur under certain circumstances.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.97 to \$68.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.97 to \$69.76, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) Represents shares of Common Stock beneficially owned by Tommy Hilfiger Holding S.a.r.l. ("THH") that Stichting Pakera (a holder of interests in THH) would be entitled to receive when and if shares of Common Stock beneficially owned by THH are distributed to Stichting Pakera. Stichting Pakera is a foundation, the beneficiaries of which are certain friends and family of Mr. Gehring, and Mr. Gehring has the right to vote the shares of Common Stock owned by Stichting Pakera. Mr. Gehring disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(6) Represents shares of Common Stock subject to awards of restricted stock units.

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

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