

Shaffer Michael A
 Form 4
 June 01, 2010

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 *
 Shaffer Michael A

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive VP and CFO

(Last) (First) (Middle)
 C/O PHILLIPS-VAN HEUSEN CORPORATION, 200 MADISON AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2010

NEW YORK, NY 10016
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$1 par value ⁽¹⁾ | 05/27/2010 | | A | 928 ⁽¹⁾ | \$ 0 ⁽¹⁾ | D | |
| Common Stock, \$1 par value | | | | | 6,625.476 | 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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SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Option (Right to Buy) ⁽³⁾ | \$ 56.04 | 05/27/2010 | | A | 3,500 | ⁽⁴⁾ 05/27/2020 | Common Stock, \$1 par value | 3,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shaffer Michael A
C/O PHILLIPS-VAN HEUSEN CORPORATION
200 MADISON AVENUE
NEW YORK, NY 10016

Executive VP and CFO

Signatures

Michael A. Shaffer 06/01/2010

**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).

Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's

- (1) Common Stock. The units vest 25% (232 shares) on the second anniversary of grant, 25% (232 shares) on the third anniversary of grant and 50% (464 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
- (2) Includes 4,629 shares of Common Stock owned outright and 23,616 shares of Common Stock subject to awards of restricted stock units.
- (3) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (4) Options to acquire 875 shares become exercisable on each of 5/27/2011, 5/27/2012, 5/27/2013 and 5/27/2014.

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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