PHILLIPS VAN HEUSEN CORP /DE/

Form 4 June 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **COHEN EDWARD H** Issuer Symbol PHILLIPS VAN HEUSEN CORP (Check all applicable) /DE/ [PVH] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) C/O KATTEN MUCHIN 05/27/2005 **ROSENMAN LLP, 575 MADISON**

AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Common Stock, par value \$1	05/27/2005		M	3,389	` /	\$ 14.75	9,389	D	
Common Stock, par value \$1	05/27/2005		M	3,809	A	\$ 13.125	13,198	D	
Common Stock, par value \$1	05/27/2005		M	4,000	A	\$ 14.25	17,198	D	

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Common Stock, par value \$1	05/27/2005	S	2,298	D	\$ 30.9	14,900	D
Common Stock, par value \$1	05/27/2005	S	4,200	D	\$ 30.72	10,700	D
Common Stock, par value \$1	05/27/2005	S	400	D	\$ 30.77	10,300	D
Common Stock, par value \$1	05/27/2005	S	4,300	D	\$ 30.84	6,000	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)

> 8. I De Sec (In

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
\$ 14.75	05/27/2005		M	3,389	(2)	06/13/2005	Common Stock, \$1 par value	3,389
\$ 13.125	05/27/2005		M	3,809	(3)	06/18/2006	Common Stock, \$1 par value	3,809
\$ 14.25	05/27/2005		M	4,000	<u>(4)</u>	06/17/2007	Common Stock, \$1 par value	4,000
	Conversion or Exercise Price of Derivative Security \$ 14.75	Conversion or Exercise Price of Derivative Security \$ 14.75	or Exercise any (Month/Day/Year) Price of (Month/Day/Year) \$ 14.75	Conversion or Exercise Price of Derivative Security Execution Date, if any Code (Instr. 8) Code V \$ 14.75	Conversion or Exercise Price of Derivative Security Code Securities (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) \$ 14.75	Conversion or Exercise Price of Derivative Security Security Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D) \$ 14.75 05/27/2005 M 3,389 (2) \$ 13.125 05/27/2005	Conversion or Exercise Price of Derivative Security Security Execution Date, if any (Month/Day/Year) Derivative Securities Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Code V (A) (D) Securities (Month/Day/Year) Date Expiration Date (Month/Day/Year) Code V (A) (D) Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Security (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) May 3,389 Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise Price of Derivative Security Code Securities Code Securities Code Securities Code Securities Code Securities Code Securities Code C

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COHEN EDWARD H C/O KATTEN MUCHIN ROSENMAN LLP 575 MADISON AVENUE NEW YORK, NY 10022



Signatures

Edward H. 05/27/2005 Cohen

**Signature of Date
Reporting Person

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) All options exercisable for shares of Issuer's Common Stock, \$1 par value
- Options to acquire 1,129 shares became exercisable on 6/13/98 and options to acquire 1,130 shares became exercisable on each of 6/13/99 and 6/13/00.
- Options to acquire 1,269 shares became exercisable on 6/18/99 and options to acquire 1,270 shares became exercisable on each of 6/18/00 and 6/18/01.
- (4) Options to acquire 1,333 shares became exercisable on 6/17/00 and 6/17/01 and options to acquire a further 1,334 shares became exercisable on 6/17/02.

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