

PHILLIPS VAN HEUSEN CORP /DE/  
Form S-8 POS  
June 26, 2008

As filed with the Securities and Exchange Commission on June 26, 2008

Registration No. 333-109000

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 2

TO

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

PHILLIPS-VAN HEUSEN CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

13-1155910

(I.R.S. Employer Identification Number)

Mark D. Fischer, Esq.

Senior Vice President,

General Counsel and Secretary

200 Madison Avenue

200 Madison Avenue

New York, New York 10016

New York, New York 10016

(212) 381-3500

(Address, including zip code, and telephone number,  
including area code, of Registrant's principal executive  
offices)

(212) 381-3500

(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

PHILLIPS-VAN HEUSEN CORPORATION  
2003 STOCK OPTION PLAN  
(Full title of the plan)

With Copy to:

MARTHA N. STEINMAN, ESQ.  
DEWEY & LeBOEUF LLP  
1301 AVENUE OF THE AMERICAS

NEW YORK, NY 10019  
(212) 259-8000

**Explanatory Note**

Phillips-Van Heusen Corporation (the Registrant ) is filing this Post-Effective Amendment No. 2 to its Registration Statement on Form S-8, Registration No. 333-109000, initially filed with the Securities and Exchange Commission (the SEC ) on September 22, 2003 (the 2003 Form S-8 ). The Registrant is making this filing to deregister shares of its common stock, par value \$1.00 per share (the Common Stock ) registered under the 2003 Form S-8 for issuance, offer or sale pursuant to the Registrant s 2003 Stock Option Plan (the 2003 Plan ). A total of 5,400,000 shares of Common Stock were registered for issuance, offer or sale under the 2003 Form S-8.

On June 13, 2006, the Registrant s stockholders approved the Registrant s 2006 Stock Incentive Plan (the 2006 Plan ). Pursuant to the 2006 Plan, any shares of the Common Stock that become available under the 2003 Plan because of cancellations and terminations of outstanding options without exercise (other than by reason of expiration), are to be assigned to, and made available for issuance under, the 2006 Plan. Between June 19, 2007 and June 18, 2008, 11,387 shares of Common Stock underlying outstanding options under the 2003 Plan were forfeited because of cancellations and terminations of such options. Accordingly, these 11,387 shares of Common Stock are hereby deregistered. The 2003 Form S-8, as amended by Post-Effective Amendment No. 1 thereto filed with the SEC on June 20, 2007 (deregistering 884,672 shares of Common Stock that were either (i) not subject to outstanding awards as of June 13, 2006 or (ii) forfeited between June 13, 2006 and June 18, 2007 because of cancellations and terminations of outstanding options), otherwise continues in effect as to the balance of the shares of Common Stock remaining available for issuance, offer or sale pursuant thereto upon and following the exercise of options previously granted under the 2003 Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Phillips-Van Heusen Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8/A and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on the 26th day of June, 2008.

PHILLIPS-VAN HEUSEN CORPORATION

By: /s/ Emanuel Chirico

Emanuel Chirico

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 26th day of June, 2008.

<b><u>Signature</u></b>	<b><u>Title</u></b>
/s/ Emanuel Chirico Emanuel Chirico	Chief Executive Officer; Director (Principal Executive Officer)
/s/ Michael Shaffer Michael Shaffer	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Bruce Goldstein Bruce Goldstein	Senior Vice President and Controller (Principal Accounting Officer)
/s/ Mary Baglivo Mary Baglivo	Director
/s/ Edward H. Cohen Edward H. Cohen	Director

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/s/ Joseph B. Fuller

Joseph B. Fuller

Director

/s/ Margaret L. Jenkins

Margaret L. Jenkins

Director

/s/ Bruce Maggin

Bruce Maggin

Director

/s/ V. James Marino

V. James Marino

Director

/s/ Henry Nasella

Henry Nasella

Director

/s/ Rita M. Rodriguez

Rita M. Rodriguez

Director

/s/ Craig Rydin

Craig Rydin

Director