

PHILLIPS VAN HEUSEN CORP /DE/  
Form 4  
April 07, 2010

**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 \*  
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)  
04/05/2010

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$1 par value	04/05/2010		F	713 <sup>(1)</sup>	D \$ 60.03	26,105 <sup>(2)</sup>	D
Common Stock, \$1 par value <sup>(3)</sup>	04/06/2010		A	6,000 <sup>(3)</sup>	A \$ 0 <sup>(3)</sup>	32,105 <sup>(4)</sup>	D
Common Stock, \$1 par value						419.777	I By 401(k) Plan

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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)

Table with 8 columns: 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. Row 1: Option (Right to Buy) (5), \$ 60.08, 04/06/2010, A, 22,500, (6), 04/06/2020, Common Stock, \$1 par value, 22,500.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: DUANE FRANCIS K, C/O PHILLIPS-VAN HEUSEN CORPORATION, 200 MADISON AVENUE, NEW YORK, NY 10016. Relationships: Director, 10% Owner, Officer, Other (Vice Chairman, Wholesale).

Signatures

Francis K. Duane, 04/06/2010. \*\*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).
(1) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,500 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
(2) Includes 22,900 shares of Common Stock subject to awards of restricted stock units.
(3) 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% (1,500 shares) on the second anniversary of grant, 25% (1,500 shares) on the third anniversary of grant and 50% (3,000 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.

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- (4) Includes 3,205 shares of Issuer's Common Stock owned outright by reporting person and 28,900 shares of Common Stock subject to awards of restricted stock units.
- (5) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (6) Options to acquire 5,625 shares become exercisable on each of 4/06/2011, 4/06/2012, 4/06/2013 and 4/06/2014.

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.