

PHILLIPS VAN HEUSEN CORP /DE/
Form 4
March 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
KLATSKY BRUCE J

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)
03/16/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

C/O PHILLIPS-VAN HEUSEN CORPORATION, 200 MADISON AVENUE

(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 10016

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock, par value \$1 | 03/16/2005 | | M | 6,507 | A | \$ 18.75 | 6,507 | D |
| Common Stock, par value \$1 | 03/16/2005 | | M | 2,667 | A | \$ 18.75 | 9,174 | D |
| Common Stock, par value \$1 | 03/16/2005 | | M | 79,760 | A | \$ 18.75 | 88,934 | D |

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| | | | | | | | |
|-----------------------------------|------------|---|--------|---|-------------|---------|---|
| Common Stock, par value \$1 | 03/16/2005 | M | 19,000 | A | \$ 18.75 | 107,934 | D |
| Common Stock, par value \$1 | 03/16/2005 | M | 2,666 | D | \$ 18.75 | 110,600 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 74,200 | D | \$ 28 | 36,400 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 400 | D | \$ 28.01 | 36,000 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 1,500 | D | \$ 28.02 | 34,500 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 600 | D | \$ 28.03 | 33,900 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 200 | D | \$ 28.04 | 33,700 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 1,000 | D | \$ 28.05 | 32,700 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 400 | D | \$ 28.06 | 32,300 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 2,900 | D | \$ 28.07 | 29,400 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 4,200 | D | \$ 28.08 | 25,200 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 4,700 | D | \$ 28.09 | 20,500 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 2,600 | D | \$ 28.1 | 17,900 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 1,600 | D | \$ 28.11 | 16,300 | D |
| Common Stock, par | 03/16/2005 | S | 3,600 | D | \$ 28.12 | 12,700 | D |

value \$1

| | | | | | | | |
|-----------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock, par value \$1 | 03/16/2005 | S | 1,200 | D | \$ 28.13 | 11,500 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 100 | D | \$ 28.14 | 11,400 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 800 | D | \$ 28.15 | 10,600 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 1,300 | D | \$ 28.16 | 9,300 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 200 | D | \$ 28.17 | 9,100 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 900 | D | \$ 28.18 | 8,200 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 1,100 | D | \$ 28.19 | 7,100 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 3,700 | D | \$ 28.2 | 3,400 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 700 | D | \$ 28.21 | 2,700 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 300 | D | \$ 28.22 | 2,400 | D |
| Common Stock, par value \$1 | 03/16/2005 | S | 300 | D | \$ 28.23 | 2,100 | D |

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

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(9-02)

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

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) ⁽¹⁾ | \$ 18.75 | 03/16/2005 | | M | 6,507 | 02/18/2005 | 04/11/2011 | Common Stock, \$1 par value | 6,507 |
| Option (Right to Buy) ⁽¹⁾ | \$ 18.75 | 03/16/2005 | | M | 79,760 | 11/05/2004 | 04/11/2044 | Common Stock, \$1 par value | 2,667 |
| Option (Right to Buy) ⁽¹⁾ | \$ 18.75 | 03/16/2005 | | M | 79,760 | ⁽²⁾ | 04/11/2011 | Common Stock, \$1 par value | 79,760 |
| Option (Right to Buy) ⁽¹⁾ | \$ 18.75 | 03/16/2005 | | M | 19,000 | 11/05/2005 | 04/11/2011 | Common Stock, \$1 par value. | 19,000 |
| Option (Right to Buy) ⁽¹⁾ | \$ 18.75 | 03/16/2005 | | M | 2,666 | ⁽³⁾ | 04/11/2011 | Common Stock, \$1 par value. | 2,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KLATSKY BRUCE J C/O PHILLIPS-VAN HEUSEN CORPORATION 200 MADISON AVENUE NEW YORK, NY 10016 | X | | Chairman and CEO | |

Signatures

Bruce J. Klatsky 03/16/2005

 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) All options exercisable for shares of Issuer's Common Stock, \$1 par value.

(2)

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Options to acquire 2,080 shares became exercisable on 11/5/04 and options to acquire 38,840 shares became exercisable on 11/26/04 and 02/18/05.

(3) Options to acquire 1,333 shares became exercisable on 11/26/04 and 02/18/05.

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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