

Shaffer Michael A
 Form 4
 January 19, 2006

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, Finance

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/17/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$1 | 01/18/2006 | | M | 5,000 | A \$ 12.34 | 5,000 | D |
| Common Stock, par value \$1 | 01/18/2006 | | M | 2,500 | A \$ 19.1 | 7,500 | D |
| Common Stock, par value \$1 | 01/18/2006 | | S | 100 | D \$ 35.1 | 7,400 | D |

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| | | | | | | | |
|-----------------------------------|------------|---|-------|---|-------------|-------|---|
| Common Stock, par value \$1 | 01/18/2006 | S | 4,400 | D | \$ 35.02 | 3,000 | D |
| Common Stock, par value \$1 | 01/18/2006 | S | 300 | A | \$ 35 | 2,700 | D |
| Common Stock, par value \$ | 01/18/2006 | S | 2,700 | A | \$ 34.93 | 0 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options (Right to Buy) | \$ 35.63 | 01/17/2006 | | A | 20,000 | <u>(1)</u> | 01/16/2016 | Common Stock, \$1 par value | 20,000 |
| Options (Right to Buy) | \$ 12.34 | 01/18/2006 | | M | 5,000 | <u>(2)</u> | 06/17/2007 | Common Stock, \$1 par value | 5,000 |
| Options (Right to Buy) | \$ 19.1 | 01/18/2006 | | M | 2,500 | <u>(3)</u> | 04/27/2014 | Common Stock, \$1 par value | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaffer Michael A C/O PHILLIPS-VAN HEUSEN CORPORATION | | | Executive VP, Finance | |

200 MADISON AVENUE
NEW YORK, NY 10016

Signatures

Michael A.
Shaffer

01/18/2006

 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) Options to acquire 5,000 shares exercisable on each of 1/17/07, 1/17/08, 1/17/09, 1/17/10.
- (2) Options to acquire 2,500 shares became exercisable on each of 4/2/04 and 4/2/05.
- (3) Options to acquire 2,500 shares became exercisable on 4/27/05.

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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