

Shaffer Michael A
 Form 4
 April 11, 2011

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 *
 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP and CFO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, \$1 par value | 04/07/2011 | | A | 5,544 (1) | A | \$ 0 (1) | 33,506 (2) D |
| Common Stock, \$1 par value | 04/07/2011 | | A | 20,000 | A | \$ 35.63 | 53,506 (2) D |
| Common Stock, \$1 par value | 04/07/2011 | | A | 20,000 | A | \$ 38.98 | 73,506 (2) D |

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| | | | | | | | | |
|-----------------------------|------------|---|--------------------|---|---------------------------|-----------------------|---|----------------|
| Common Stock, \$1 par value | 04/07/2011 | A | 20,000 | A | \$ 58.6 | 93,506 ⁽²⁾ | D | |
| Common Stock, \$1 par value | 04/07/2011 | S | 60,000 | D | \$ 65.4934 ⁽³⁾ | 33,506 ⁽²⁾ | D | |
| Common Stock, \$1 par value | 04/09/2011 | F | 954 ⁽⁴⁾ | D | \$ 64.08 | 32,552 ⁽⁵⁾ | D | |
| Common Stock, \$1 par value | | | | | | 6,642.39 | I | By 401(k) plan |

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)

| 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) ⁽⁶⁾ | \$ 64.97 | 04/07/2011 | | A | 20,800 | ⁽⁷⁾ | 04/07/2021 | Common Stock, \$1 par value | 20,800 |
| Option (Right to Buy) ⁽⁶⁾ | \$ 35.63 | 04/07/2011 | | M | 20,000 | ⁽⁸⁾ | 01/07/2016 | Common Stock, \$1 par value | 20,000 |
| Option (Right to Buy) ⁽⁶⁾ | \$ 38.98 | 04/07/2011 | | M | 20,000 | ⁽⁹⁾ | 03/27/2016 | Common Stock, \$1 par value | 20,000 |
| Option (Right to Buy) ⁽⁶⁾ | \$ 58.6 | 04/07/2011 | | M | 20,000 | ⁽¹⁰⁾ | 04/05/2017 | Common Stock, \$1 par value | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaffer Michael A C/O PHILLIPS-VAN HEUSEN CORPORATION 200 MADISON AVENUE NEW YORK, NY 10016 | | | Executive VP and CFO | |

Signatures

Michael A.
Shaffer

04/11/2011

**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 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% (1,386 shares) on the second anniversary of grant, 25% (1,386 shares) on the third anniversary of grant and 50% (2,772 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
 - (2) Includes 26,660 shares of Common Stock subject to awards of restricted stock units.
 - (3) This price is a weighted average price. The sales occurred at prices from \$64.95 to \$65.94. The reporting person will provide to the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (4) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 2,063 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
 - (5) Includes 24,597 shares of Common Stock subject to awards of restricted stock units.
 - (6) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
 - (7) Options to acquire 5,200 shares become exercisable on each of 4/07/2012, 4/07/2013, 4/07/2014 and 4/07/2015.
 - (8) Options to acquire 5,000 shares became exercisable on each of 1/17/2007, 1/17/2008, 1/17/2009 and 1/17/2010.
 - (9) Options to acquire 5,000 shares became exercisable on each of 3/27/2007, 3/27/2008, 3/27/2009 and 3/27/2010.
 - (10) Options to acquire 5,000 shares became exercisable on each of 4/5/2008, 4/5/2009, 4/5/2010 and 4/5/2011.

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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