

SIRKIN ALLEN E
Form 4
October 12, 2010

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 *
SIRKIN ALLEN E

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)
10/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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	10/08/2010		M	7,500	A	\$ 14.92	158,104 ⁽¹⁾ D
Common Stock, \$1 par value	10/08/2010		M	12,136	A	\$ 12.34	170,240 ⁽¹⁾ D
Common Stock, \$1 par value	10/08/2010		M	55,300	A	\$ 19.1	225,540 ⁽¹⁾ D

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Common Stock, \$1 par value	10/08/2010		M	28,400	A	\$ 25.88	253,940 ⁽¹⁾	D	
Common Stock, \$1 par value	10/08/2010		S	103,336	D	\$ 63.491 ⁽²⁾	150,604 ⁽¹⁾	D	
Common Stock, \$1 par value	10/11/2010		M	16,600	A	\$ 25.88	167,204 ⁽¹⁾	D	
Common Stock, \$1 par value	10/11/2010		M	45,000	A	\$ 35.63	212,204 ⁽¹⁾	D	
Common Stock, \$1 par value	10/11/2010		M	98,500	A	\$ 38.98	310,704 ⁽¹⁾	D	
Common Stock, \$1 par value	10/11/2010		S	34,400	D	\$ 63.4964 ⁽³⁾	276,304 ⁽¹⁾	D	
Common Stock, \$1 par value	10/11/2010		S	100,000	D	\$ 62.97 ⁽⁴⁾	176,304 ⁽¹⁾	D	
Common Stock, \$1 par value	10/11/2010		S	25,700	D	\$ 62.39 ⁽⁵⁾	150,604 ⁽¹⁾	D	
Common Stock, \$1 par value	10/12/2010		M	36,500	A	\$ 38.98	187,104 ⁽¹⁾	D	
Common Stock, \$1 par value	10/12/2010		S	36,500	D	\$ 61.7355 ⁽⁶⁾	150,604 ⁽¹⁾	D	
Common Stock, \$1 par value							18,021,489	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D	S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽⁷⁾	\$ 14.92	10/08/2010	M		7,500		⁽⁸⁾	04/22/2012	Common Stock, \$1 par value.	7,500
Option (Right to Buy) ⁽⁷⁾	\$ 12.34	10/08/2010	M		12,136		⁽⁹⁾	04/02/2013	Common Stock, \$1 par value.	12,136
Option (Right to Buy) ⁽⁷⁾	\$ 19.1	10/08/2010	M		55,300		⁽¹⁰⁾	04/27/2014	Common Stock, \$1 par value.	55,300
Option (Right to Buy) ⁽⁷⁾	\$ 25.88	10/08/2010	M		28,400		⁽¹¹⁾	05/02/2015	Common Stock, \$1 par value.	28,400
Option (Right to Buy) ⁽⁷⁾	\$ 25.88	10/11/2010	M		16,600		⁽¹¹⁾	05/02/2015	Common Stock, \$1 par value.	16,600
Option (Right to Buy) ⁽⁷⁾	\$ 35.63	10/11/2010	M		45,000		⁽¹²⁾	01/17/2016	Common Stock, \$1 par value.	45,000
Option (Right to Buy) ⁽⁷⁾	\$ 38.98	10/11/2010	M		98,500		⁽¹³⁾	03/27/2016	Common Stock, \$1 par value.	98,500
Option (Right to Buy) ⁽⁷⁾	\$ 38.98	10/12/2010	M		36,500		⁽¹³⁾	03/27/2016	Common Stock, \$1 par value.	36,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIRKIN ALLEN E C/O PHILLIPS-VAN HEUSEN CORPORATION 200 MADISON AVENUE NEW YORK, NY 10016			President & COO	

Signatures

Allen E. Sirkin

10/12/2010

**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) Includes 122,808 shares of Common Stock subject to awards of restricted stock units.

This transaction was executed in multiple trades of ranges from \$63.40 to \$63.87. The price reported is a weighted average price. The reporting person will provide to the Issuer, or to the SEC staff, upon request, information regarding the number of shares shold at each price within the range.
- (2) This transaction was executed in multiple trades of ranges from \$63.25 to \$63.69. The price reported is a weighted average price. The reporting person will provide to the Issuer, or to the SEC staff, upon request, information regarding the number of shares shold at each price within the range.
- (3) This transaction was executed in multiple trades of ranges from \$62.75 to \$63.22. The price reported is a weighted average price. The reporting person will provide to the Issuer, or to the SEC staff, upon request, information regarding the number of shares shold at each price within the range.
- (4) This transaction was executed in multiple trades of ranges from \$62.12 to \$62.74. The price reported is a weighted average price. The reporting person will provide to the Issuer, or to the SEC staff, upon request, information regarding the number of shares shold at each price within the range.
- (5) This transaction was executed in multiple trades of ranges from \$61.50 to \$62.47. The price reported is a weighted average price. The reporting person will provide to the Issuer, or to the SEC staff, upon request, information regarding the number of shares shold at each price within the range.
- (6) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (7) This was part of a grant of 30,000 options, 7,500 of which vested on each of 4/22/03, 4/22/04, 4/22/05 and 4/22/06.
- (8) This was part of a grant of 30,000 options, 7,500 of which vested on each of 4/2/04, 4/2/05, 4/2/06 and 4/2/07.
- (9) This was part of a grant of 60,000 options, 15,000 of which vested on each of 4/27/05, 4/27/06, 4/27/07 and 4/27/08.
- (10) This was part of a grant of 45,000 options, 11,250 of which vested on each of 5/2/06, 5/2/07, 5/2/08 and 5/2/09.
- (11) This was part of a grant of 45,000 options, 11,250 of which vested on each of 1/17/07, 1/17/08, 1/17/09 and 1/17/10.
- (12) This was part of a grant of 135,000 options, 15,000 of which vested on 9/27/06 and 60,000 of which vested on each of 3/27/08 and 3/27/09.
- (13)

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.