FISCHER MARK D

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

591.442

I

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Fil obligations may continue.

See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

PHILLIPS VAN HEUSEN CORP

Symbol

/DE/ (DV/LI)

1(b).

Stock, \$1

par value

(Print or Type Responses)

FISCHER MARK D

			/DE/ [PVH]					(
(Last) C/O PHILL CORPORA AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 04/07/2011					Director 10% Owner Officer (give title Other (specify below) SVP, General Counsel & Sec.					
	(Street)		4. If Ame	ndment, E	ate Origii	nal		6. Individual or J	oint/Group Filir	ng(Check	
NEW YOR	K, NY 10016		Filed(Mor	nth/Day/Ye	ar)			Applicable Line) _X_ Form filed by		erson	
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivativ	e Secui	rities Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 8)	4. Securities Acquired etion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock, \$1 par value	04/07/2011			A	1,540 (1)	A	\$ 0 (1)	7,127 <u>(2)</u>	D		
Common Stock, \$1 par value	04/09/2011			F	159 <u>(</u>	<u>)</u> D	\$ 64.08	6,968 <u>(4)</u>	D		
Common Stock \$1								591 442	ī	By 401(k)	

Plan

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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.

SEC 1474 (9-02)

> 8. I De Sec (In

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. Transactic Code (Instr. 8)	5. Number op for 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) (5)	\$ 64.97	04/07/2011		A	3,900	<u>(6)</u>	04/07/2021	Common Stock, \$1 par value	3,900

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
FISCHER MARK D			SVP,			
C/O PHILLIPS-VAN HEUSEN CORPORATION			General			
200 MADISON AVENUE			Counsel &			
NEW YORK, NY 10016			Sec.			

Signatures

Mark D. Fischer 04/11/2011

**Signature of Person Date

Reporting Person

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).
- Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's (1) Common Sock. The units vest 25% (385 shares) on the second anniversary of grant, 25% (385 shares) on the third anniversary of grant and 50% (770 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
- (2) Includes 6,493 shares of Common Stock subject to awards of restricted stock units.
- (3) Represents shares withheld to satisfy the Reporting Person's tax obligation in connection with the vesting of 438 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.

Reporting Owners 2

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- (4) Includes 6,055 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 975 shares become exercisable on each of 4/7/2012, 4/7/2013, 4/7/2014 and 4/7/2015.

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.