Shaffer Michael A Form 4 April 11, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shaffer Michael A

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

5. Relationship of Reporting Person(s) to

PHILLIPS VAN HEUSEN CORP

(Check all applicable)

/DE/ [PVH]

04/07/2011

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner Other (specify _X__ Officer (give title

Executive VP and CFO

C/O PHILLIPS-VAN HEUSEN CORPORATION, 200 MADISON

AVENUE

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10016

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (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)
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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Option (Right to Buy) (6)	\$ 64.97	04/07/2011		A	20,800		<u>(7)</u>	04/07/2021	Common Stock, \$1 par value	20,80
Option (Right to Buy) (6)	\$ 35.63	04/07/2011		M		20,000	(8)	01/07/2016	Common Stock, \$1 par value	20,00
Option (Right to Buy) (6)	\$ 38.98	04/07/2011		M		20,000	<u>(9)</u>	03/27/2016	Common Stock, \$1 par value	20,00
Option (Right to Buy) (6)	\$ 58.6	04/07/2011		M		20,000	(10)	04/05/2017	Common Stock, \$1 par value	20,00

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. 04/11/2011

**Signature of 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 Common Stock. The units vest 25% (1,386 shares) on the second anniversary of grant, 25% (1,386 shares) on the third anniversary of
- (1) 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.
- 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. 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.

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