GOLDSTEIN BRUCE

Form 4 June 01, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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5. Relationship of Reporting Person(s) to

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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

1(b).

value \$1

(Print or Type Responses)

2. Issuer Name and Ticker or Trading **GOLDSTEIN BRUCE** Issuer Symbol PHILLIPS VAN HEUSEN CORP (Check all applicable) /DE/ [PVH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) C/O 200 MADISON AVENUE 05/27/2010 SVP, Corporate Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10016 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 640 (1) A Stock, Par Α 9,299 (2) D 05/27/2010 (1) value \$1 (1) Common By 401(K) Stock, Par 1.315 I Plan

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti 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) (3)	\$ 56.04	05/27/2010		A	1,600	<u>(4)</u>	05/27/2020	Common Stock, \$1 par value	1,600

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOLDSTEIN BRUCE C/O 200 MADISON AVENUE NEW YORK, NY 10016

SVP, Corporate Controller

Signatures

Bruce Goldstein 06/01/2010

**Signature of 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).
- 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 Stock. The units vest 25% (160 shares) on the second anniversary of grant, 25% (160 shares) on the third anniversary of grant and 50% (320 shares) on the fourth anniversary of grant. Vested shares will are delivered as soon as practicable after they vest.
- (2) Includes 3,971 shares of Issuer's Common Stock owned outright by reporting person and 5,328 shares of Common Stock subject to awards of restricted stock units.
- (3) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (4) Options to acquire 400 shares become exercisable on each of 5/27/2011, 5/27/2012, 5/27/2013 and 5/27/2014.

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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