

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-27**

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REPORTING OWNER

GOLDSTEIN BRUCE

CIK: **1376645**

Type: **4** | Act: **34** | File No.: **001-07572** | Film No.: **10870803**

Mailing Address

*C.O 200 MADISON AVENUE
NEW YORK NY 10016*

Business Address

212-381-3519

ISSUER

PHILLIPS VAN HEUSEN CORP /DE/

CIK: **78239** | IRS No.: **131166910** | State of Incorporation: **DE** | Fiscal Year End: **0130**

SIC: **2320** Men's & boys' furnishgs, work clothg, & allied garments

Mailing Address

*200 MADISON AVENUE
NEW YORK NY 10016*

Business Address

*200 MADISON AVENUE
NEW YORK NY 10016
2123813500*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person GOLDSTEIN BRUCE			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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Corporate Controller	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2010			
C/O 200 MADISON AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par value \$1 ⁽¹⁾	05/27/2010		A		640 ⁽¹⁾	A	\$ 0 ⁽¹⁾	9,299 ⁽²⁾	D	
Common Stock, Par value \$1								1,315	I	By 401(K) Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy) ⁽³⁾	\$56.04	05/27/2010		A		1,600		⁽⁴⁾	05/27/2020	Common Stock, \$1 par value	1,600	\$ 0	1,600	D	

Explanation of Responses:

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% (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 be 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.

Signatures

Bruce Goldstein

** Signature of Reporting Person

06/01/2010

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.