

Shaffer Michael A
 Form 4
 September 29, 2010

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

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 *
 Shaffer Michael A

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)
 09/28/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP and CFO

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)
			Code	V Amount (A) or (D) Price			
Common Stock, \$1 par value	09/28/2010		M	2,500 A \$ 12.34	29,817 ⁽¹⁾	D	
Common Stock, \$1 par value	09/28/2010		M	7,500 A \$ 19.1	37,317 ⁽¹⁾	D	
Common Stock, \$1 par value	09/28/2010		M	20,000 A \$ 25.88	57,317 ⁽¹⁾	D	

Edgar Filing: Shaffer Michael A - Form 4

Common Stock, \$1 par value	09/28/2010	S	30,000	D	\$ 58.5781 <u>(2)</u>	27,317 <u>(1)</u>	D	
Common Stock, \$1 par value						6,634.849	I	By 401(k) plan

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)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy) <u>(3)</u>	\$ 12.34	09/28/2010		M	2,500	<u>(4)</u> 04/02/2013	Common Stock, \$1 par value	2,500
Option (Right to Buy) <u>(3)</u>	\$ 19.1	09/28/2010		M	7,500	<u>(5)</u> 04/27/2014	Common Stock, \$1 par value	7,500
Option (Right to Buy) <u>(3)</u>	\$ 25.88	09/28/2010		M	20,000	<u>(6)</u> 05/02/2015	Common Stock, \$1 par value	20,000

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.
Shaffer

09/29/2010

__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 22,688 shares of Common Stock subject to awards of restricted stock units.

This transaction was executed in multiple trades of ranges from \$58.39 to \$58.70. 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) All options exercisable for shares of Issuer's Common Stock, \$1 par value.

(4) Options to acquire 625 shares became exercisable on each of 4/2/2004, 4/2/2005, 4/2/2006 and 4/2/2007.

(5) Options to acquire 1,875 shares became exercisable on each of 4/27/2005, 4/27/2006, 4/27/2007 and 4/27/2008.

(6) Options to acquire 5,000 shares became exercisable on each of 5/2/2006, 5/2/2007, 5/2/2008 and 5/2/2009.

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.