

KOZEL DAVID F
Form 4
April 11, 2011

FORM 4

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

OMB APPROVAL

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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 *
KOZEL DAVID F

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)
04/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Human Resources

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$1	04/07/2011		A		1,540 ⁽¹⁾	A	\$ 0 ⁽¹⁾ 7,265 ⁽²⁾ D
Common Stock, par value \$1	04/09/2011		F		159 ⁽³⁾	D	\$ 64.08 7,106 ⁽⁴⁾ D
Common Stock, par value \$1							2,579.993 I By 401(k) Plan

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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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Row 1: Option (Right to Buy) (5) at \$64.97, dated 04/07/2011, Code A, 3,900 units, expires 04/07/2021 (6), Common Stock, \$1 par value, 3,900 shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Reporting Owner: KOZEL DAVID F, C/O PHILLIPS-VAN HEUSEN CORPORATION, 200 MADISON AVENUE, NEW YORK, NY 10016. Relationships: Director, 10% Owner, Officer, Other. SVP, Human Resources.

Signatures

David Kozel 04/11/2011

**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) 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% (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 obligations 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.

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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.