

ONNINK LUDOVICUS RUDOLPH
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 *
ONNINK LUDOVICUS RUDOLPH

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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
COO of Tommy Hilfiger

(Last) (First) (Middle)
C/O TOMMY HILFIGER U.S.A., INC., 601 WEST 26TH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2011

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 10001

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock, \$1 par value	04/07/2011		A		3,232 (1)	A	\$ 0 (1)	6,628 (6)	D	
Common Stock, \$1 par value								282,608 (2)	I	By Elmira 5 B.V. (formerly known as Cinquecento B.V.)

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)

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) ⁽⁴⁾	\$ 64.97	04/07/2011		A	8,300	⁽⁵⁾ 04/07/2021	Common Stock, \$1 par value	8,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONNINK LUDOVICUS RUDOLPH C/O TOMMY HILFIGER U.S.A., INC. 601 WEST 26TH STREET NEW YORK, NY 10001			COO of Tommy Hilfiger	

Signatures

Ludovicus Rudolph
Onnink
Date: 04/11/2011

**Signature of 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
- (1) Common Stock. The units vest 25% (808 shares) on the second anniversary of grant, 25% (808 shares) on the third anniversary of grant and 50% (1,616 shares) on the fourth anniversary of grant. Vested shares will be delivered as soon as practicable after they vest.
 - (2) Mr. Onnink indirectly beneficially owns these shares of Common Stock by virtue of interests Mr. Onnink holds in Elmira 5 B.V. Previously, 34,118 of these shares were reported as shares over which Mr. Onnink had voting rights but were otherwise indirectly beneficially owned by Stichting Lety (a foundation, the beneficiaries of which are Mr. Onnink's children) by virtue of Stichting Lety's

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ownership of interests in Elmira 5 B.V. Mr. Onnink acquired his children's interests in Elmira 5 B.V. The aggregate number of shares of Common Stock beneficially owned by Elmira 5 B.V. is 1,941,738 shares.

The shares of Common Stock reported on this row are held in escrow pursuant to escrow arrangements whereby a portion of such shares

- (3) may be forfeited to satisfy indemnity or purchase price adjustment payments made to Issuer, or because certain time vesting conditions are not met.
- (4) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (5) Options to acquire 2,075 shares become exercisable on each of 4/7/2012, 4/7/2013, 4/7/2014 and 4/7/2015.
- (6) Represents shares of Common Stock subject to awards of restricted stock units.

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

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