

PHILLIPS VAN HEUSEN CORP /DE/
Form 4
April 11, 2008

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 *
HOOTKIN PAMELA N

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)
C/O 200 MADISON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Treasurer & Investor Rel

NEW YORK, NY 10016

(City) (State) (Zip)

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

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 (D) Price | | | |
| Common Stock, \$1 par value ⁽¹⁾ | 04/09/2008 | | A | 1,750 ₍₁₎ A \$ 0 ₍₁₎ | 19,130 ₍₁₎ ₍₂₎ | D | |
| Common Stock, \$1 par value | | | | | 4,031.644 | I | By 401(k) Plan |

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

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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) ⁽³⁾ | \$ 36.45 | 04/09/2008 | | A | 4,500 | ⁽⁴⁾ 04/09/2018 | Common Stock, \$1 par value | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOOTKIN PAMELA N C/O 200 MADISON AVENUE NEW YORK, NY 10016 | | | SVP, Treasurer & Investor Rel | |

Signatures

Pamela N.
Hootkin 04/11/2008

**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).

- 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% (437 shares) on the second anniversary of grant, 25% (438 shares) on the third anniversary of grant and 50% (875 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
 - (2) Includes 16,630 shares of Issuer's Common Stock owned outright by reporting person and 2,500 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 1,125 shares become exercisable on each of 4/09/09, 4/09/10, 4/09/11 and 4/09/12.

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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