

PHILLIPS VAN HEUSEN CORP /DE/
Form 4
March 28, 2005

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

(Last) (First) (Middle)

C/O PHILLIPS-VAN HEUSEN CORPORATION, 200 MADISON AVENUE

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PHILLIPS VAN HEUSEN CORP /DE/ [PVH]

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Treasure & Investor Relat.

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$1 | 03/24/2005 | | M | 10,923 | A \$ 14.25 | 15,923 | D |
| Common Stock, par value \$1 | 03/24/2005 | | S | 5,923 | D \$ 26.79 | 10,000 | D |
| Common Stock, par value \$1 | 03/24/2005 | | S | 1,000 | D \$ 26.8 | 9,000 | D |

| | | | | | | | | |
|-----------------------------|------------|---|---------------------|---|-----------------|-----------|---|----------------|
| Common Stock, par value \$1 | 03/24/2005 | S | 2,600 | D | \$ 26.83 | 6,400 | D | |
| Common Stock, par value \$1 | 03/24/2005 | S | 1,100 | D | \$ 26.85 | 5,300 | D | |
| Common Stock, par value \$1 | 03/24/2005 | S | 300 | D | \$ 26.86 | 5,000 | D | |
| Common Stock, par value \$1 | 03/28/2005 | I | <u>5,926</u> (3) | D | \$ 26.53 (3) | 3,723 (3) | 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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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) ⁽¹⁾ | \$ 14.25 | 03/24/2005 | | M | 10,923 | ⁽²⁾ 06/17/2007 | Common Stock, \$1 par value | 10,923 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOOTKIN PAMELA N C/O PHILLIPS-VAN HEUSEN CORPORATION 200 MADISON AVENUE NEW YORK, NY 10016 | | | VP, Treasure & Investor Relat. | |

Signatures

Pamela N.
Hootkin

03/24/2005

 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) All options exercisable for shares of Issuer's Common Stock, \$1 par value
- (2) Options to acquire 3,641 shares became exercisable on each of 06/17/2000, 06/17/2001 and 06/17/2002.

Reporting Person transferred \$157,212.50 out of the Issuer's Stock Fund included in Issuer's 401(k) plan. Participants in the Issuer's Stock Fund receive plan interests, not actual shares of Issuer's Common Stock. The Reporting Person disposed of approximately 5,926 shares of

- (3) Issuer's Common Stock on the date of the transfer, based on the \$26.53 average between the high and low trading price of the Common Stock on that date. The amount shown as being owned is based on the remaining value left in the Issuer's Stock Fund and the same average stock price.

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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