

PHILLIPS VAN HEUSEN CORP /DE/
Form 4
June 01, 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 *
COHEN EDWARD H

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)
05/27/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O KATTEN MUCHIN
ROSENMAN LLP, 575 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 10022

(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, par value \$1	05/27/2005		M	3,389 A \$ 14.75	9,389	D	
Common Stock, par value \$1	05/27/2005		M	3,809 A \$ 13.125	13,198	D	
Common Stock, par value \$1	05/27/2005		M	4,000 A \$ 14.25	17,198	D	

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Common Stock, par value \$1	05/27/2005	S	2,298	D	\$ 30.9	14,900	D
Common Stock, par value \$1	05/27/2005	S	4,200	D	\$ 30.72	10,700	D
Common Stock, par value \$1	05/27/2005	S	400	D	\$ 30.77	10,300	D
Common Stock, par value \$1	05/27/2005	S	4,300	D	\$ 30.84	6,000	D

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

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(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy) ⁽¹⁾	\$ 14.75	05/27/2005		M	3,389	⁽²⁾	06/13/2005	Common Stock, \$1 par value	3,389
Option (Right to Buy) ⁽¹⁾	\$ 13.125	05/27/2005		M	3,809	⁽³⁾	06/18/2006	Common Stock, \$1 par value	3,809
Option (Right to Buy) ⁽¹⁾	\$ 14.25	05/27/2005		M	4,000	⁽⁴⁾	06/17/2007	Common Stock, \$1 par value	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN EDWARD H C/O KATTEN MUCHIN ROSENMAN LLP 575 MADISON AVENUE NEW YORK, NY 10022	X			

Signatures

Edward H. Cohen	05/27/2005
**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 1,129 shares became exercisable on 6/13/98 and options to acquire 1,130 shares became exercisable on each of 6/13/99 and 6/13/00.
- (3) Options to acquire 1,269 shares became exercisable on 6/18/99 and options to acquire 1,270 shares became exercisable on each of 6/18/00 and 6/18/01.
- (4) Options to acquire 1,333 shares became exercisable on 6/17/00 and 6/17/01 and options to acquire a further 1,334 shares became exercisable on 6/17/02.

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.