

HOOTKIN PAMELA N
Form 4
October 13, 2010

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)
10/13/2010

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$1 par value	10/13/2010		M	5,000 A \$ 14.92	23,668 ⁽¹⁾	D	
Common Stock, \$1 par value	10/13/2010		S	5,000 D \$ 63.1249 ⁽²⁾	18,668 ⁽¹⁾	D	
Common Stock, \$1 par value					4,419.691	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 (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⁾	\$ 14.92	10/13/2010		M	5,000	⁽⁴⁾ 04/22/2012	Common Stock, \$1 par value	5,000

Reporting Owners

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

Signatures

Pamela N.
Hootkin 10/13/2010

**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) Includes 4,688 shares of Common Stock subject to awards of restricted stock units.
This transaction was executed in multiple trades of ranges from \$63.05 to \$63.20. The price reported is a weighted average price. The reporting person will provide to the Issuer, or to the SEC staff, upon request, information regarding the number of shares shold at each price within the range.
- (3) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (4) This was part of a grant of 10,000, 2,500 of which became exercisable on each of 4/22/03, 4/22/04, 4/22/05 and 4/22/06.

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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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