

MURRY PAUL THOMAS
Form 4
April 11, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
MURRY PAUL THOMAS

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)
President & CEO, Calvin Klein

(Last) (First) (Middle)
C/O CALVIN KLEIN, INC., 205 WEST 39TH STREET

(Street)

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

NEW YORK, NY 10018

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$1 par value | 04/07/2011 | | A | 3,696 | A \$ 0 ⁽¹⁾ | 19,076 ⁽²⁾ | D |
| Common Stock, \$1 par value | 04/08/2011 | | S | 672 | D \$ 65 | 18,404 ⁽²⁾ | D |
| Common Stock, \$1 par value | 04/09/2011 | | F | 492 ⁽³⁾ | D \$ 64.08 | 17,912 ⁽⁴⁾ | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) ⁽⁵⁾ | \$ 64.97 | 04/07/2011 | | A | 13,900 | ⁽⁶⁾ 04/07/2021 | Common Stock, \$1 par value | 13,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURRY PAUL THOMAS C/O CALVIN KLEIN, INC. 205 WEST 39TH STREET NEW YORK, NY 10018 | | | President & CEO, Calvin Klein | |

Signatures

/s/ Jeffrey Hellman,
attorney-in-fact

04/11/2011

**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) Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's Common Stock. The units vest 25% (924 shares) on the second anniversary of grant, 25% (924 shares) on the third anniversary of grant and 50% (1,848 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
 - (2) Includes 18,384 shares of Common Stock subject to awards of restricted stock.
 - (3) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,063 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
 - (4) Includes 17,321 shares of Common Stock subject to awards of restricted stock.

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- (5) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (6) Options to acquire 3,475 shares become exercisable on each of 4/7/2012, 4/7/2013, 4/7/2014 and 4/7/2015.

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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