

ONNINK LUDOVICUS RUDOLPH
Form 4
May 10, 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 *
ONNINK LUDOVICUS RUDOLPH

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 TOMMY HILFIGER U.S.A., INC., 601 WEST 26TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
COO of Tommy Hilfiger

(Street)
NEW YORK, NY 10001

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock, \$1 par value	05/06/2011		S ⁽¹⁾	9,649	D	\$ 67.526 ⁽²⁾	272,959 ⁽³⁾ I	By Elmira 5 B.V.
Common Stock, \$1 par value	05/06/2011		S ⁽¹⁾	10,072	D	\$ 68.3162 ⁽⁴⁾	262,887 ⁽³⁾ I	By Elmira 5 B.V.
Common Stock, \$1 par value	05/06/2011		S ⁽¹⁾	655	D	\$ 69.3156 ⁽⁵⁾	262,232 ⁽³⁾ I	By Elmira 5 B.V.
Common							6,628 ⁽⁶⁾ D	

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- 153,079 of these shares are held in escrow. 35,326 of such shares will be released on each of May 6, 2012 and May 6, 2013. The
- (3) remaining 84,427 of such shares will be released on May 6, 2012, subject to forfeiture if certain vesting conditions are not met. Earlier release of shares from escrow may occur under certain circumstances.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.97 to \$68.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the
- (4) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.97 to \$69.76, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the
- (5) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (6) Represents shares of Common Stock subject to awards of restricted stock units.

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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