

Shaffer Michael A
Form 4
January 19, 2006

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 *
Shaffer Michael A

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)
Executive VP, Finance

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2006

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 10016

(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, par value \$1	01/18/2006		M	5,000	A \$ 12.34	5,000	D
Common Stock, par value \$1	01/18/2006		M	2,500	A \$ 19.1	7,500	D
Common Stock, par value \$1	01/18/2006		S	100	D \$ 35.1	7,400	D

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Common Stock, par value \$1	01/18/2006	S	4,400	D	\$ 35.02	3,000	D
Common Stock, par value \$1	01/18/2006	S	300	A	\$ 35	2,700	D
Common Stock, par value \$	01/18/2006	S	2,700	A	\$ 34.93	0	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	
Options (Right to Buy)	\$ 35.63	01/17/2006		A	20,000	<u>(1)</u>	01/16/2016	Common Stock, \$1 par value	20,000
Options (Right to Buy)	\$ 12.34	01/18/2006		M	5,000	<u>(2)</u>	06/17/2007	Common Stock, \$1 par value	5,000
Options (Right to Buy)	\$ 19.1	01/18/2006		M	2,500	<u>(3)</u>	04/27/2014	Common Stock, \$1 par value	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaffer Michael A C/O PHILLIPS-VAN HEUSEN CORPORATION			Executive VP, Finance	

200 MADISON AVENUE
NEW YORK, NY 10016

Signatures

Michael A.
Shaffer

01/18/2006

**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) Options to acquire 5,000 shares exercisable on each of 1/17/07, 1/17/08, 1/17/09, 1/17/10.
- (2) Options to acquire 2,500 shares became exercisable on each of 4/2/04 and 4/2/05.
- (3) Options to acquire 2,500 shares became exercisable on 4/27/05.

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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