

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>APAX PARTNERS EUROPE MANAGERS LTD</u>  (Last) (First) (Middle) <u>15 PORTLAND AVENUE</u>  (Street) <u>LONDON X0 W1B 1PT</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PHILLIPS VAN HEUSEN CORP /DE/ [ PVH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2006</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$1.00 per Share	05/12/2006		C		11,566,119	A	(1)	11,566,119	I	See footnote(2)
Common Stock, par value \$1.00 per Share	05/15/2006		S		10,057,495	D	\$36.385	1,508,624	I	See footnote(2)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock, par value \$100 per shar	(3)	05/12/2006		C		6,116,2618(4)		(5)	(6)	Common stock, par value \$100 per share	11,566,119	\$0	0	I	See footnote(2)

1. Name and Address of Reporting Person\*  
APAX PARTNERS EUROPE MANAGERS LTD  
 (Last) (First) (Middle)  
15 PORTLAND AVENUE  
 (Street)  
LONDON X0 W1B 1PT  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Apax Europe V GP Co.LTD  
 (Last) (First) (Middle)  
13-15 VICTORIA ROAD, ST. PETER PORT  
 (Street)  
GUERNSEY X0 GY13ZD  
 (City) (State) (Zip)

**Explanation of Responses:**

- These securities converted as indicated in Table II.
- The securities are directly owned by Apax Europe V-A, L.P., Apax Europe V-B, L.P., Apax Europe V C GmbH, Apax Europe V-D, L.P., Apax Europe V-E, L.P., Apax Europe V-F, C.V., Apax Europe V-G, C.V., Apax Europe V-1, LP and Apax Europe V-2, LP (collectively, the Europe V Funds). The statement is being filed by Apax Partners Europe Managers Limited ("Apax Europe Managers") and Apax Europe V GP Co. Limited "Apax Europe V GP". Apax Europe Managers serves as the discretionary investment manager of the Europe V Funds and Apax Europe V GP serves as the general partner of the general partner of the Europe V Funds. Each of Apax Europe Managers and Apax Europe V GP disclaim beneficial ownership of the securities reported herein except to the extent of its pecuniary interest.
- In accordance with the certificate of designations governing the Series B Convertible Preferred Stock, each share of Series B Convertible Preferred Stock converts into the number of shares of Common Stock equal to liquidation preference of such share of Series B Convertible Preferred Stock divided by the conversion price.
- 6,116.2618
- These securities were immediately exercisable.

6. Not applicable.

[/s/ Paul Fitzsimmons Dir Apax  
Prtnrs Eur Mgrs Ltd](#) 05/16/2006

[/s/ Adrian Beecroft Dir Apax  
Prtnrs Eur Mgrs Ltd](#) 05/16/2006

[/s/ Denise Fallaize Dir Apax Eur  
V GP CO Ltd](#) 05/16/2006

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**