

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>RUSO VINCENT A</u> (Last) (First) (Middle) <u>C/O 200 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10016</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, Controller</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/1990</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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, par value \$1 | 11/23/2004 | | M | | 2,000 | A | \$14.75 | 2,000 | D | |
| Common Stock, par value \$1 | 11/23/2004 | | M | | 3,000 | A | \$13.125 | 5,000 | D | |
| Common Stock, par value \$1 | 11/23/2004 | | M | | 3,400 | A | \$6.8125 | 8,400 | D | |
| Common Stock, par value \$1 | 11/23/2004 | | M | | 5,512 | A | \$9.375 | 13,912 | D | |

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 |
| Option (Right to Buy) ⁽¹⁾ | \$14.75 | 11/23/2004 | | M | | 2,000 | | (2) | 06/13/2005 | Common Stock, \$1 par value | 2,000 | \$1 | 0 | D | |
| Option (Right to Buy) ⁽¹⁾ | \$13.125 | 11/23/2004 | | M | | 3,000 | | (3) | 06/18/2006 | Common Stock, \$1 par value | 3,000 | \$1 | 0 | D | |
| Option (Right to Buy) ⁽¹⁾ | \$6.8125 | 11/23/2004 | | M | | 3,400 | | (4) | 12/17/2008 | Common Stock, \$1 par value | 3,400 | \$1 | 0 | D | |
| Option (Right to Buy) ⁽¹⁾ | \$9.375 | 11/23/2004 | | M | | 5,512 | | (5) | 06/13/2010 | Common Stock, \$1 par value | 5,512 | \$1 | 0 | D | |

Explanation of Responses:

- All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- Options to acquire 666 shares became exercisable on 06/13/1998 and options to acquire 667 shares became exercisable on each of 06/13/1999 and 06/13/2000.
- Options to acquire 1,000 shares became exercisable on each of 06/18/1999, 06/18/2000 and 06/18/2001.
- Options to acquire 266 shares became exercisable on 12/17/2002 and options to acquire 3,334 shares became exercisable on 12/17/2003.
- Options to acquire 1,378 shares became exercisable on each of 06/13/2001, 06/13/2002, 06/13/2003 and 06/13/2004.

Remarks:

Vincent A. Russo 11/23/2004
 ** 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.

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