

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 16, 1996

PHILLIPS-VAN HEUSEN CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-724
(Commission File Number)

13-1166910
(IRS Employer Identification Number)

1290 Avenue of the Americas, New York, New York 10104
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (212) 541-5200

ITEM 5 OTHER EVENTS.

On April 16, 1996, the Board of Directors of Phillips-Van Heusen Corporation (the "Corporation") authorized the extension, pursuant to Section 7(b) of the Rights Agreement, dated as of June 10, 1986, as heretofore amended (the "Rights Agreement"), between the Corporation and The Bank of New York, a New York banking corporation (the "Rights Agent"), of the rights issued thereunder for a successive ten year period, commencing from the initial expiration date of June 16, 1996. In accordance with Section 7(b) of the Rights Agreement, the Corporation, by letter dated June 5, 1996 (attached as Exhibit 1 hereto), notified the Rights Agent of the extension of the Rights Agreement. The Rights were initially registered with the Securities and Exchange Commission on Form 8-A, dated June 10, 1986 and declared effective by the Commission on June 18, 1986.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION
AND EXHIBITS

Exhibits:

1. Letter to The Bank of New York, dated June 5, 1996, notifying the Bank of New York, as Rights Agent under the Rights Agreement, of the ten year extension of the rights pursuant to Section 7(b) of the Rights Agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILLIPS-VAN HEUSEN CORPORATION

By /s/ Pamela N. Hootkin

Name: Pamela N. Hootkin
Title: Secretary

Date: June 14, 1996

EXHIBIT INDEX

Exhibit -----	DESCRIPTION -----
1.	Letter to The Bank of New York, dated June 5, 1996, notifying the Bank of New York, as Rights Agent under the Rights Agreement, of the ten year extension of the rights pursuant to Section 7(b) of the Rights Agreement.

Exhibit 1

Letter to The Bank of New York, dated June 5, 1996,
notifying the Bank of New York,
as Rights Agent under the Rights Agreement,
of the ten year extension of the rights
pursuant to Section 7(b) of the Rights Agreement.

[LETTERHEAD OF PHILLIPS-VAN HEUSEN CORPORATION]

VIA OVERNIGHT MAIL

June 5, 1996

The Bank of New York
101 Barclay Street
22nd Floor
New York, NY 10286

Attention: Equity Tender and Exchange Department

Re: Rights Agreement

Dear Sirs:

Reference is made to the Rights Agreement, dated as of June 10, 1986, as heretofore amended (the "Rights Agreement"), between Phillips-Van Heusen Corporation (the "Company") and The Bank of New York (the "Rights Agent"). In accordance with Section 7(b) of the Rights Agreement, the Company hereby notifies the Rights Agent of its determination, pursuant to the approval of the Company's Board of Directors (the "Board") on April 16, 1996 (a certified copy of the Board's resolutions is being enclosed herewith), to extend the rights issued thereunder for a period of ten years commencing with the original expiration date of June 16, 1996.

Very truly yours,

PHILLIPS-VAN HEUSEN CORPORATION

By: /s/ Pamela N. Hootkin

Name: Pamela N. Hootkin
Title: Vice President, Treasurer and Secretary

PNH:fmy

cc: Jason Pollack, Esq., Rosenman & Colin

PHILLIPS-VAN HEUSEN CORPORATION

SECRETARY'S CERTIFICATE

I, Pamela N. Hootkin, being the duly elected, qualified and acting Secretary of PHILLIPS-VAN HEUSEN CORPORATION (the "Corporation"), a Delaware corporation, do hereby certify, solely in my capacity as an officer of the Corporation, as follows:

1. Attached hereto as Exhibit A is a true, complete and correct copy of the resolutions duly adopted by the Corporation's Board of Directors at the meeting of the Board of Directors held on April 16, 1996. Said resolutions are the only resolutions of said Board with respect to the subject matter thereof, have not been modified or rescinded since their adoption and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 5th day of June 1996.

/s/ Pamela N. Hootkin

Pamela N. Hootkin, Secretary

Recitals and Resolutions of the Board of Directors

WHEREAS, the rights (the "Rights") issued under the Rights Agreement (the "Rights Agreement"), dated as of June 10, 1986, as heretofore amended, between the Company and The Bank of New York (the "Rights Agent"), have an initial expiration date of June 16, 1996; and

WHEREAS, the Board of Directors deems that it is in the best interests of the Company to extend the term of the Rights for a successive ten-year period;

NOW, THEREFORE, it is

RESOLVED, that pursuant to Section 7(b) of the Rights Agreement, the Company hereby extends the Rights for a successive ten-year period from the initial expiration date of June 16, 1996;

RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute and deliver a letter to the Rights Agent, pursuant to Section 7(b) of the Rights Agreement, notifying the Rights Agent of the Company's decision to extend the Rights for a successive ten-year period from the initial expiration date of June 16, 1996; and

RESOLVED, that each of the appropriate officers of the Company be, and each of them hereby is, authorized, empowered and directed to take all such further action and to execute, deliver, certify and file all such further instruments and documents, in the name and on behalf of the Company, under its corporate seal or otherwise, and to pay all such costs and expenses as such officers shall approve as necessary or advisable to carry out the intent and accomplish the purpose of the foregoing resolutions and the transactions contemplated thereby.