SECURITIES & EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

X QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 4, 2001

OR

__ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

OF 1934

For the transition period from ___________________________________ to ______________________________

Commission file number 1-724

PHILLIPS-VAN HEUSEN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	13-1166910 (IRS Employer Identification No.)

200 Madison Avenue New York, New York 10016

(Address of principal executive offices)

Registrant's telephone number (212) 381-3500

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days.

Yes X No ___

The number of outstanding shares of common stock, par value $1.00 per share, of Phillips-Van Heusen Corporation as of November 19, 2001: 27,645,460 shares.

PHILLIPS-VAN HEUSEN CORPORATION

INDEX

PART I -- FINANCIAL INFORMATION

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Forward-looking statements in this quarterly report on Form 10-Q including, without limitation, statements relating to the Company's plans, strategies, objectives, expectations and intentions, are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy, and some of which might not be anticipated, including, without limitation, the following: (i) the Company's plans, strategies, objectives, expectations and intentions are subject to change at any time at the discretion of the Company; (ii) the levels of sales of the Company's apparel and footwear products, both to its wholesale customers and in its retail stores, and the extent of discounts and promotional pricing in which the Company is required to engage, all of which can be affected by weather conditions, changes in the economy, fashion trends and other factors; (iii) the Company's plans and results of operations will be affected by the Company's ability to manage its growth and inventory; (iv) the Company's operations and results could be affected by quota restrictions (which, among other things, could limit the Company's ability to produce products in cost-effective countries that have the labor and technical expertise needed), the availability and cost of raw materials (particularly petroleum-based synthetic fabrics, which are currently in high demand, and leather, the supply of which is threatened by the outbreak of foot and mouth disease impacting European and South American cattle), the Company's ability to adjust timely to changes in trade regulations and the migration and development of manufacturers (which can affect where the Company's products can best be produced), and political and labor instability in the countries where the Company's products are or are planned to be produced; and (v) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

The Company does not undertake any obligation to update publicly any forward-looking statement, including, without limitation, any estimate regarding revenues or earnings, whether as a result of the receipt of new information, future events or otherwise.

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

Independent Accountants' Review Report

Stockholders and Board of Directors

Phillips-Van Heusen Corporation

We have reviewed the accompanying condensed consolidated balance sheet of Phillips-Van Heusen Corporation as of November 4, 2001 and October 29, 2000 and the related condensed consolidated income statements and cash flows for the thirteen and thirty-nine week periods ended November 4, 2001 and October 29, 2000. These financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, the objective of which is to express an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the consolidated balance sheet of Phillips-Van Heusen Corporation as of February 4, 2001, and the related consolidated income statement, statement of changes in stockholders' equity, and statement of cash flows for the year then ended (not presented herein) and in our report dated March 5, 2001, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of February 4, 2001, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

ERNST & YOUNG LLP

New York, New York

November 19, 2001

Phillips-Van Heusen Corporation

Condensed Consolidated Balance Sheets

(In thousands, except share data)

	UNAUDITED November 4, 2001	AUDITED February 4, 2001	UNAUDITED October 29, 2000
ASSETS			
Current Assets:			
Cash, including cash equivalents of $0, $17,965 and $1,420	$ 593	$ 20,223	$ 2,155
Trade receivables, less allowances of $2,406, $2,051 and $2,081	146,326	99,439	165,183
Inventories	266,755	273,035	291,105
Other, including deferred taxes of $24,789, $24,789 and $23,052	42,388	43,684	43,398
Total Current Assets	456,062	436,381	501,841
Property, Plant and Equipment	129,948	123,595	114,301
Goodwill and other intangible assets	113,936	113,217	95,663
Other Assets, including deferred taxes of $14,998, $24,199 and $30,692	43,683	51,171	55,890
	$743,629	$724,364	$767,695
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities:			
Notes payable	$ 28,400		$ 40,000
Accounts payable	32,857	$ 45,715	38,723
Accrued expenses	74,053	92,380	106,379
Total Current Liabilities	135,310	138,095	185,102
Long-Term Debt	248,917	248,851	248,834
Other Liabilities	71,995	68,857	71,542
Stockholders' Equity:			
Preferred Stock, par value $100 per share; 150,000 shares authorized,			
no shares outstanding			
Common Stock, par value $1 per share; 100,000,000 shares			
authorized; shares issued 27,645,460; 27,428,108 and 27,299,137	27,645	27,428	27,299
Additional Capital	121,376	118,755	117,753
Retained Earnings	138,712	122,704	117,165
	287,733	268,887	262,217
Less: 24,627 shares of common stock held in treasury - as of			

November 4, 2001 and February 4, 2001	(326)	(326)	
Total Stockholders' Equity	287,407	268,561	262,217
	$743,629	$724,364	$767,695

See accompanying notes.

Phillips-Van Heusen Corporation

Condensed Consolidated Income Statements

Unaudited

(In thousands, except per share data)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 4, 2001	October 29, 2000	November 4, 2001	October 29, 2000
Net sales	$405,002	$443,374	$1,106,303	$1,081,516
Cost of goods sold	261,248	293,642	721,057	709,440
Gross profit	143,754	149,732	385,246	372,076
Selling, general and administrative expenses	117,770	111,854	334,847	317,227
Income before interest and taxes	25,984	37,878	50,399	54,849
Interest expense, net	6,284	6,521	18,921	16,883
Income before taxes	19,700	31,357	31,478	37,966
Income tax expense	7,093	11,917	11,333	14,428
Net income	$ 12,607	$ 19,440	$ 20,145	$ 23,538
Basic net income per share	$ 0.46	$ 0.71	$ 0.73	$ 0.86
Diluted net income per share	$ 0.45	$ 0.71	$ 0.72	$ 0.86
Dividends declared per common share	$ 0.0375	$ 0.0375	$ 0.15	$ 0.1125

Note: The Company declared its fourth dividend of fiscal 2000 for $0.0375 per common share on November 1, 2000 which fell into the prior year's fourth quarter.

See accompanying notes.

Phillips-Van Heusen Corporation

Condensed Consolidated Statements of Cash Flows

Unaudited

(In thousands)

	Thirty-Nine Weeks Ended	
	November 4, 2001	October 29, 2000
OPERATING ACTIVITIES:		
Net income	$ 20,145	$ 23,538
Adjustments to reconcile to net cash used by operating activities:		
Depreciation and amortization	18,742	14,588
Equity income	(594)	(720)
Deferred income taxes	11,201	4,055
Changes in operating assets and liabilities:		
Receivables	(46,887)	(98,761)
Inventories	6,280	(28,244)
Accounts payable and accrued expenses	(31,185)	25,268
Other-net	2,118	5,035
Net Cash Used By Operating Activities	(20,180)	(55,241)
INVESTING ACTIVITIES:		
Property, plant and equipment acquired	(20,951)	(17,655)
Acquisition of net assets associated with Arrow and Kenneth Cole		
license agreements	(5,000)	(56,765)
Other-net	(600)	
Net Cash Used By Investing Activities	(26,551)	(74,420)
FINANCING ACTIVITIES:		
Proceeds from revolving line of credit	58,300	50,290
Payments on revolving line of credit	(29,900)	(10,290)
Exercise of stock options	2,838	65
Cash dividends	(4,137)	(3,070)

Net Cash Provided By Financing Activities	27,101	36,995
Decrease In Cash	(19,630)	(92,666)
Cash at beginning of period	20,223	94,821
Cash at end of period	$ 593	$ 2,155

See accompanying notes.

PHILLIPS-VAN HEUSEN CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except share data)

GENERAL

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not contain all disclosures required by generally accepted accounting principles for complete financial statements. Reference should be made to the audited consolidated financial statements, including the notes thereto, included in the Company's Annual Report to Stockholders for the year ended February 4, 2001.

The preparation of interim financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from the estimates.

The results of operations for the thirty-nine weeks ended November 4, 2001 and October 29, 2000 are not necessarily indicative of those for a full fiscal year due, in part, to seasonal factors. The data contained in these financial statements are unaudited and are subject to year-end adjustments; however, in the opinion of management, all known adjustments (which consist only of normal recurring accruals) have been made to present fairly the consolidated operating results for the unaudited periods.

INVENTORIES

Inventories are summarized as follows:

	November 4, 2001	February 4, 2001	October 29, 2000
Raw materials	$ 5,024	$ 12,514	$ 11,278
Work in process	6,779	9,622	16,740
Finished goods	254,952	250,899	263,087
Total	$266,755	$273,035	$291,105

Inventories are stated at the lower of cost or market. Cost for certain apparel inventories is determined using the last-in, first-out method (LIFO). Cost for footwear and other apparel inventories is determined using the first-in, first-out method (FIFO). Inventories would have been approximately $3,100, $5,100 and $5,600 higher than reported at November 4, 2001, February 4, 2001 and October 29, 2000, respectively, if the FIFO method of inventory accounting had been used for all apparel.

The final determination of cost of sales and inventories under the LIFO method can only be made at the end of each fiscal year based on inventory cost and quantities on hand. Interim LIFO determinations are based on management's estimates of expected year-end inventory levels and costs. Such estimates are subject to revision at the end of each quarter. Since estimates of future inventory levels and costs are subject to external factors, interim financial results are subject to year-end LIFO inventory adjustments.

EARNINGS PER SHARE

The Company computed its basic and diluted net income per share by dividing net income by:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	11/4/01	10/29/00	11/4/01	10/29/00
Weighted Average Common Shares Outstanding for Basic Net Income Per Share	27,644,811	27,293,580	27,578,241	27,291,539
Impact of Dilutive Employee Stock Options	195,588	88,924	545,329	35,416
Total Shares for Diluted Net Income Per Share	27,840,399	27,382,504	28,123,570	27,326,955

NEW ACCOUNTING PRONOUNCEMENT

In June 2001, the Financial Accounting Standards Board issued FASB Statement No. 142, "Goodwill and Other Intangible Assets". FASB Statement No. 142 changes the accounting for goodwill and intangible assets deemed to have indefinite lives from an amortization method to an impairment-only approach. Other intangible assets will continue to be amortized over their useful lives. The Company plans to adopt this Statement in fiscal 2002. The Company is currently assessing, but has not yet determined, the impact of FASB Statement No. 142 on its consolidated financial position or results of operations.

SEGMENT DATA

The Company manages and analyzes its operating results by its two vertically integrated business segments: (i) Apparel and (ii) Footwear and Related Products. In identifying its reportable segments, the Company evaluated its operating divisions and product offerings. The Company aggregates the results of its apparel divisions into the Apparel segment. This segment derives revenues from marketing dresswear, sportswear and accessories, principally under the brand names Van Heusen, Izod, Geoffrey Beene, John Henry, DKNY, FUBU, Regis by The Van Heusen Company, Arrow, Kenneth Cole New York and Reaction by Kenneth Cole. The Company's footwear business has been identified as the Footwear and Related Products segment. This segment derives revenues from marketing casual footwear, apparel and accessories under the Bass brand name. Sales for both segments occur principally in the United States.

Segment Data

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	11/4/01	10/29/00	11/4/01	10/29/00
Net sales-apparel	$305,153	$340,057	$ 824,627	$ 792,153

Net sales-apparel	$305,153	$340,057	$824,627	$792,153
Net sales-footwear and related products	99,849	103,317	281,676	289,363
Total net sales	$405,002	$443,374	$1,106,303	$1,081,516
Operating income-apparel	$ 22,135	$ 35,956	$ 46,042	$ 52,278
Operating income-footwear and related products	8,716	7,013	18,798	15,739
Total operating income	30,851	42,969	64,840	68,017
Corporate expenses	4,867	5,091	14,441	13,168
Income before interest and taxes	$ 25,984	$ 37,878	$ 50,399	$ 54,849

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

RESULTS OF OPERATIONS

Thirteen Weeks Ended November 4, 2001 Compared With Thirteen Weeks Ended October 29, 2000

APPAREL SEGMENT

Net sales of the Company's apparel segment in the third quarter of 2001 were $305.2 million compared with $340.1 million last year. This decrease was due principally to a slowdown in consumer traffic at the Company's wholesale customers, which led to a further weakening of an already soft dress shirt market, and a decline in the Company's outlet store sales. This decrease was offset, in part, by growth in the Company's wholesale sportswear business, particularly Izod and Van Heusen.

Gross profit on apparel sales was 32.6% in the third quarter of 2001 compared with 32.2% last year. This increase was due principally to higher margins in the Company's wholesale sportswear business, particularly Izod and Van Heusen.

Selling, general and administrative expenses as a percentage of apparel sales were 25.4% in the third quarter of 2001 compared with 21.7% last year. This increase was due principally to the current quarter's sales decline which resulted in a lack of expense leverage.

FOOTWEAR AND RELATED PRODUCTS SEGMENT

Net sales of the Company's footwear and related products segment in the third quarter of 2001 were $99.8 million compared with $103.3 million last year. This decrease resulted principally from significantly less promotional selling than occurred in last year's third quarter.

Gross profit on footwear and related products sales was 44.2% in the third quarter of 2001 compared with 38.6% last year. This improvement was due principally to significantly less promotional selling than occurred in last year's third quarter, which resulted in higher gross margins.

Selling, general and administrative expenses as a percentage of footwear and related products sales in the third quarter of 2001 were 35.5% compared with 31.9% last year. This percentage increase resulted principally from retail store operating expense increases against a decline in sales.

INTEREST EXPENSE

Interest expense in the third quarter of 2001 was $6.3 million compared with $6.5 million last year. This decrease resulted principally from lower interest rates and tight working capital management, offset, in part, by the cash used in 2000 to fund the acquisition of the Van Heusen trademark in parts of the world where the Company did not previously own the trademark.

INCOME TAXES

Income taxes were estimated at a rate of 36.0% for the current year compared with the 2000 full year rate of 37.6%. The decreased rate in the current year is due principally to various tax planning strategies implemented by the Company at the end of 2000.

CORPORATE EXPENSES

Corporate expenses of $4.9 million in the third quarter of 2001 were relatively flat with last year's $5.1 million.

Thirty-Nine Weeks Ended November 4, 2001 Compared With Thirty-Nine Weeks Ended October 29, 2000

APPAREL SEGMENT

Net sales of the Company's apparel segment in the first nine months of 2001 were $824.6 million, an increase of 4.1% from last year's $792.2 million. This increase was due principally to the current year's first half increase attributable to the growth of the Company's sportswear business, in particular Izod, combined with the additional volume resulting from the acquisition of the Arrow and Kenneth Cole licenses in July 2000. Partially offsetting the first half increase was the third quarter's decrease noted above.

Gross profit on apparel sales was 32.2% in the first nine months of 2001 compared with 32.8% last year. This decrease was due principally to the Company's wholesale business growing more rapidly than its retail business (the Company's wholesale business has lower gross margins than its retail business), including the impact of lower gross margins on Arrow dress shirts and sportswear which the Company began marketing in July 2000. Partially offsetting the first half decrease was the third quarter's increase noted above.

Selling, general and administrative expenses as a percentage of apparel sales in the first nine months of 2001 were 26.6% compared with 26.2% in 2000. This increase was due principally to a lack of expense leverage as operating expenses increased faster than sales.

FOOTWEAR AND RELATED PRODUCTS SEGMENT

Net sales of the Company's footwear and related products segment in the first nine months of 2001 were $281.7 million compared with $289.4 million last year. This decrease resulted principally from significantly less promotional selling than occurred last year.

Gross profit on footwear and related products sales was 42.6% in the first nine months of 2001 compared with 38.7% last year. This improvement was due principally to significantly less promotional selling than occurred last year, which resulted in higher gross margins.

Selling, general and administrative expenses as a percentage of footwear and related products sales in the first nine months of 2001 were 35.9% compared with 33.3% last year. This percentage increase resulted principally from retail store operating expense increases against a decline in sales.

INTEREST EXPENSE

Interest expense in the first nine months of 2001 was $18.9 million compared with $16.9 million last year. This increase was due principally to the cash used in 2000 to fund the acquisition of the Arrow and Kenneth Cole licenses, as well as the acquisition of the Van Heusen trademark in parts of the world where the Company did not previously own the trademark.

INCOME TAXES

Income taxes were estimated at a rate of 36.0% for the current year compared with the 2000 full year rate of 37.6%. The decreased rate in the current year is due principally to various tax planning strategies implemented by the Company at the end of 2000.

CORPORATE EXPENSES

Corporate expenses in the first nine months of 2001 were $14.4 million compared with $13.2 million last year. This increase was due principally to the timing of when logistical expenses are incurred during the year. As explained below, the seasonality of the Company's business is less pronounced in 2001. Corporate expenses for the full year 2001 are expected to increase approximately 5% over last year. The foregoing is a forward-looking statement and may be affected by factors such as changes in the Company's plans, strategies, objectives, expectations, intentions and levels of sales of the Company's products.

SEASONALITY

The Company's business is seasonal, with higher sales and income in the second half of the year, which coincides with the Company's two peak retail selling seasons: the first running from the start of the back to school selling season in August and into the Fall selling season through September, and the second being the Christmas selling season beginning with the weekend following Thanksgiving and continuing through the week after Christmas.

Also contributing to the strength of the second half is the high volume of Fall shipments to wholesale customers which are generally more profitable than Spring shipments. The less profitable Spring selling season at wholesale combines with retail seasonality to make the first quarter weaker than the other quarters.

This seasonality became somewhat less pronounced in 2001 due to the acquisition of the Arrow and Kenneth Cole licenses in July 2000, as well as the growth of the Company's pre-existing Spring wholesale sportswear businesses, particularly Izod.

LIQUIDITY AND CAPITAL RESOURCES

The seasonal nature of the Company's business typically requires the use of cash to fund a build-up in the Company's inventory in the first half of each fiscal year. During the second half, the Company's higher level of sales tends to reduce its inventory and generate cash from operations.

Net cash used by operations in the first nine months of 2001 was $20.2 million compared with $55.2 million in the prior year. This decrease was due principally to decreased inventories associated with the planned sales decrease in the fourth quarter of this year as well as lower receivables associated with the sales decrease in the third quarter of this year.

The Company has a $325 million credit agreement which includes a revolving credit facility under which the Company may, at its option, borrow and repay amounts within certain limits. The agreement also includes a letter of credit facility with a sub-limit of $250 million. The aggregate maximum amount outstanding under both the revolving credit facility and the letter of credit facility is $325 million. The Company believes that its borrowing capacity under these facilities is adequate for its peak seasonal needs for the foreseeable future and provides sufficient liquidity for potential investment opportunities that may arise. The foregoing is a forward-looking statement and may be affected by factors such as the size of any acquisition the Company may undertake. The Company does not currently have any understanding regarding any acquisition.

OUTLOOK

The Company estimates that sales for the thirteen week fourth quarter of 2001 will be 11% to 12% lower than the prior year's fourteen week fourth quarter, with earnings per diluted share in the range of $0.12 to $0.15. This would put estimated full year 2001 earnings per diluted share in the range of $0.84 to $0.87. The Company will record a one time after-tax restructuring charge, which is not included in the above estimate, of $13.0 to $14.5 million, or $0.47 to $0.51 per diluted share, in the fourth quarter to exit three dress shirt manufacturing facilities in Central America and to streamline certain corporate and divisional operations. Therefore, full year net earnings per diluted share after restructuring is estimated to be in the range of $0.33 to $0.40. The restructuring charge is part of an ongoing program of reducing costs and is expected to yield $8 to $10 million in annual cost savings by 2003. The Company also continues to manage aggressively working capital and expects to end the year with inventory 9% to 10% below prior year's levels. In addition, the Company currently estimates flat sales for 2002 with a down first half and growth coming in the second half of the year. Diluted net income per share is estimated to be $0.97 to $1.02 in 2002, which will follow the same seasonal trend as sales.

The foregoing statements are forward-looking and there can be no assurance that the Company's actual results will not differ. Factors that could affect the accuracy of these forward-looking statements include, without limitation, the following: (i) changes in the Company's plans, strategies, objectives, expectations and intentions, such as the acquisition of new businesses or the sale or discontinuance of existing businesses; (ii) changes in the levels of sales of the Company's apparel and footwear products, both to its wholesale customers and in its retail stores, and the extent of discounts and promotional pricing in which the Company is required to engage, all of which can be affected by weather conditions, changes in the economy, fashion trends and other factors; (iii) the Company's plans and results of operations will be affected by the Company's ability to manage its growth and inventory; and (iv) the Company's operations and results could be affected by quota restrictions (which, among other things, could limit the Company's ability to produce products in cost-effective countries that have the labor and technical expertise needed), the availability and cost of raw materials (particularly petroleum-based synthetic fabrics, which are currently in high demand, and leather, the supply of which is threatened by the outbreak of foot and mouth disease impacting European and South American cattle), the Company's ability to adjust timely to changes in trade regulations and the migration and development of manufacturers (which can affect where the Company's products can best be produced), and political and labor instability in the countries where the Company's products are or are planned to be produced.

PART III - OTHER INFORMATION

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) The following exhibits are included herein:

3.1 Certificate of Incorporation (incorporated by reference to Exhibit 5 to the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 1977).

3.2 Amendment to Certificate of Incorporation, filed June 27, 1984 (incorporated by reference to Exhibit 3B to the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 1985).

3.3 Certificate of Designation of Series A Cumulative Participating Preferred Stock, filed June 10, 1986 (incorporated by reference to Exhibit A of the document filed as Exhibit 3 to the Company's Quarterly Report as filed on Form 10-Q for the period ended May 4, 1986).

3.4 Amendment to Certificate of Incorporation, filed June 2, 1987 (incorporated by reference to Exhibit 3(c) to the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1988).

3.5 Amendment to Certificate of Incorporation, filed June 1, 1993 (incorporated by reference to Exhibit 3.5 to the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 1994).

3.6 Amendment to Certificate of Incorporation, filed June 20, 1996 (incorporated by reference to Exhibit 3.1 to the Company's Report on Form 10-Q for the period ended July 28, 1996).

3.7 By-Laws of Phillips-Van Heusen Corporation, as amended through June 18, 1996 (incorporated by reference to Exhibit 3.2 to the Company's Report on Form 10-Q for the period ended July 28, 1996).

4.1 Specimen of Common Stock certificate (incorporated by reference to Exhibit 4 to the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1981).

4.2 Preferred Stock Purchase Rights Agreement (the "Rights Agreement"), dated June 10, 1986 between PVH and The Chase Manhattan Bank, N.A. (incorporated by reference to Exhibit 3 to the Company's Quarterly Report as filed on Form 10-Q for the period ended May 4, 1986).

4.3 Amendment to the Rights Agreement, dated March 31, 1987 between PVH and The Chase Manhattan Bank, N.A. (incorporated by reference to Exhibit 4(c) to the Company's Annual Report on Form 10-K for the year ended February 2, 1987).

4.4 Supplemental Rights Agreement and Second Amendment to the Rights Agreement, dated as of July 30, 1987, between PVH and The Chase Manhattan Bank, N.A. (incorporated by reference to Exhibit (c)(4) to the Company's Schedule 13E-4, Issuer Tender Offer Statement, dated July 31, 1987).

4.5 Third Amendment to Rights Agreement, dated June 30, 1992, from Phillips-Van Heusen Corporation to The Chase Manhattan Bank, N.A. and The Bank of New York (incorporated by reference to Exhibit 4.5 to the Company's report on Form 10-Q for the period ended April 30, 2000).

4.6 Notice of extension of the Rights Agreement, dated June 5, 1996, from Phillips-Van Heusen Corporation to The Bank of New York (incorporated by reference to Exhibit 4.13 to the Company's report on Form 10-Q for the period ended April 28, 1996).

4.7 Fourth Amendment to Rights Agreement, dated April 25, 2000, from Phillips-Van Heusen Corporation to The Bank of New York (incorporated by reference to Exhibit 4.7 to the Company's report on Form 10-Q for the period ended April 30, 2000).

4.8 Credit Agreement, dated as of April 22, 1998, among PVH, the lenders party thereto, The Chase Manhattan Bank, as Administrative Agent and Collateral Agent, and Citicorp USA, Inc., as Documentation Agent (incorporated by reference to Exhibit 4.6 to the Company's report on Form 10-Q for the period ended May 3, 1998).

4.9 Amendment No. 1, dated as of November 17, 1998, to the Credit Agreement, dated as of April 22, 1998, among PVH, the group of lenders party thereto, The Chase Manhattan Bank, as Administrative Agent and Collateral Agent, and Citicorp USA, Inc., as Documentation Agent (incorporated by reference to Exhibit 4.7 to the Company's report on Form 10-K for the year ended January 31, 1999).

4.10 Consent, Waiver and Amendment No. 2, dated as of February 23, 1999, to the Credit Agreement, dated as of April 22, 1998, among PVH, the group of lenders party thereto, The Chase Manhattan Bank, as Administrative Agent and Collateral Agent, and Citicorp USA, Inc., as Documentation Agent (incorporated by reference to Exhibit 4.8 to the Company's report on Form 10-K for the year ended January 31, 1999).

4.11 Amendment No. 3, dated as of August 23, 2000, to the Credit Agreement, dated as of April 22, 1998, among PVH, the group of lenders party thereto, The Chase Manhattan Bank, as Administrative Agent and Collateral Agent, and Citicorp USA, Inc., as Documentation Agent (incorporated by reference to Exhibit 4.13 to the Company's report on Form 10-Q for the period ended July 30, 2000).

4.12 Indenture, dated as of April 22, 1998, with PVH as issuer and Union Bank of California, N.A., as Trustee (incorporated by reference to Exhibit 4.7 to the Company's report on Form 10-Q for the period ended May 3, 1998).

4.13 Indenture, dated as of November 1, 1993, between PVH and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.01 to the Company's Registration Statement on Form S-3 (Reg. No. 33-50751) filed on October 26, 1993).

15. Acknowledgement of Independent Accountants

(b) Reports on Form 8-K filed during the quarter ended November 4, 2001:

No reports have been filed on Form 8-K during the quarter covered by this report.

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 thereunto duly authorized.

PHILLIPS-VAN HEUSEN CORPORATION

Registrant

December 6, 2001

/s/ Vincent A. Russo
Vincent A. Russo
Vice President and Controller

December 6, 2001

Stockholders and Board of Directors

Phillips-Van Heusen Corporation

We are aware of the incorporation by reference in

(i) Post-Effective Amendment No. 2 to the Registration Statement (Form S-8, No. 2-73803), which relates to the Phillips-Van Heusen Corporation Employee Savings and Retirement Plan,

(ii) Registration Statement (Form S-8, No. 33-50841) and Registration Statement (Form S-8, No. 33-59602), each of which relate to the Phillips-Van Heusen Corporation Associates Investment Plan for Residents of the Commonwealth of Puerto Rico,

(iii) Registration Statement (Form S-8, No. 33-59101), which relates to the Voluntary Investment Plan of Phillips-Van Heusen Corporation (Crystal Brands Division),

(iv) Post-Effective Amendment No. 4 to Registration Statement (Form S-8, No. 2-72959), Post Effective Amendment No. 6 to Registration Statement (Form S-8, No. 2-64564), and Post Effective Amendment No. 13 to Registration Statement (Form S-8, No. 2-47910), each of which relate to the 1973 Employee's Stock Option Plan of Phillips-Van Heusen Corporation,

(v) Registration Statement (Form S-8, No. 33-38698), Post-Effective Amendment No. 1 to Registration Statement (Form S-8, No. 33-24057) and Registration Statement (Form S-8, No. 33-60793), each of which relate to the Phillips-Van Heusen Corporation 1987 Stock Option Plan,

(vi) Registration Statement (Form S-8, No. 333-29765) which relates to the Phillips-Van Heusen Corporation 1997 Stock Option Plan

(vii) Registration Statement (Form S-4, No. 333-57203), which relates to the 9.5% Senior Subordinated Notes due 2008, and

(viii) Registration Statement (Form S-8, No. 333-41068) which relates to the Phillips-Van Heusen Corporation 2000 Stock Option Plan.

of our reports dated November 19, 2001, August 22, 2001 and May 23, 2001, relating to the unaudited condensed consolidated interim financial statements of Phillips-Van Heusen Corporation that are included in its Form 10-Q for the thirteen week periods ended November 4, 2001, August 5, 2001 and May 6, 2001.

Pursuant to Rule 436(c) of the Securities Act of 1933, our reports are not a part of the registration statements or post-effective amendments prepared or certified by accountants within the meaning of Section 7 or 11 of the Securities Act of 1933.

ERNST & YOUNG LLP

New York, New York