

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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)  
March 3, 2005

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

Delaware  
(State or other jurisdiction of incorporation)

1-7572  
(Commission File Number)

13-1166910  
(IRS Employer Identification Number)

200 Madison Avenue, New York, New York 10016  
(Address of Principal Executive Offices)

Registrant's telephone number (212)-381-3500

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

**Item 1.01. Entry into a Material Definitive Agreement; Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; and Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 4, 2005, Phillips-Van Heusen Corporation (the “Company”) issued a press release, a copy of which is attached as Exhibit 99.1 to this report, to announce a succession plan that will be implemented over the course of the Company’s current fiscal year, commencing on the date of its 2005 annual meeting of stockholders. Under this plan, Bruce Klatsky, Chairman and Chief Executive Officer of the Company, will relinquish his title and responsibilities as Chief Executive Officer of the Company on June 14, 2005 (the date of the annual meeting), Mark Weber, President and Chief Operating Officer of the Company, will succeed Mr. Klatsky as Chief Executive Officer, and Emanuel Chirico, Executive Vice President and Chief Financial Officer of the Company, will succeed Mr. Weber as President and Chief Operating Officer. Mr. Klatsky will continue as an employee of the Company to assist in an orderly transition and will retire at the end of the current fiscal year. In addition, he will be nominated for re-election at the 2005 annual meeting of stockholders as a director of the Company, to serve as Chairman until the 2006 annual meeting of stockholders, if re-elected.

In connection with the foregoing succession plan, the Company entered into an amendment to Mr. Klatsky’s employment agreement and new employment agreements with Messrs. Weber and Chirico, each of which is effective on June 14, 2005 in connection with the effectiveness of the succession plan.

The amendment to Mr. Klatsky’s employment agreement with the Company was entered into on March 3, 2005 and provides that his relinquishment of the title and responsibilities as Chief Executive Officer of the Company will not constitute a breach of his employment agreement, provides for his retirement as an employee of the Company at the end of the Company’s current fiscal year and provides for him to continue service as a director of the Company and as Chairman of the Board until the Company’s 2006 annual meeting of stockholders, provided he is re-elected at the 2005 annual meeting. The amendment also provides that upon Mr. Klatsky’s retirement he and his spouse are entitled to continuation of certain medical and dental benefits until each reaches age 65.

Mr. Weber’s employment agreement was entered into as of March 3, 2005 and provides that upon Mr. Klatsky’s relinquishment of the title and responsibilities of Chief Executive Officer of the Company, Mr. Weber is to become Chief Executive Officer. Effective as of the date he becomes Chief Executive Officer, Mr. Weber’s base salary will increase to \$1,100,000 per year.

Mr. Chirico’s employment agreement was entered into as of March 3, 2005 and provides that upon Mr. Klatsky’s relinquishment of the title and responsibilities of Chief Executive Officer of the Company, Mr. Chirico is to become President and Chief Operating Officer. Effective as of the date Mr. Chirico becomes President and Chief Operating Officer, his base salary will increase to \$900,000 per year.

The agreements with Messrs. Weber and Chirico provide for annual review of their salary and permit upward adjustments of salary. In addition, the agreements outline Messrs. Weber’s and Chirico’s rights to severance upon termination of employment. Generally, they are entitled to severance only if their employment is terminated by the Company without “cause” or if they terminate for “good reason” (each as defined in the agreements). In the event of a termination of employment without cause or for good reason (other than during the two-year period after a change in control), Mr. Weber is entitled to a payment equal to three times his average cash compensation (*i.e.*, base salary and bonus) for the two most recent completed fiscal years of the Company and Mr. Chirico is entitled to two times his average cash compensation (*i.e.*, base salary and bonus) over the same period. All such payments are payable in accordance with the Company’s payroll schedule in substantially equal installments (36 for Mr. Weber and 24 for Mr. Chirico). The agreements provide that during the period their severance is paid, certain welfare benefits are continued for each of Mr. Weber and Chirico (and their families, to the extent participating prior to termination for employment), subject to cessation if they obtain replacement coverage from another employer (although there is no duty to seek employment or mitigate damages). The executives are required to pay the active employee rate, if any, for such welfare benefits during the period severance is paid. Messrs. Weber and Chirico also are entitled to severance upon the termination of their employment by the Company without cause, or by the executive for good reason, within two years after a change in control of the Company (as defined in the agreements). In either such case, the executive will receive a lump sum payment in an amount equal to three times the average annual total cash compensation (*i.e.*, salary, bonus and LTIP) paid to or accrued for him during the two fiscal years preceding the date of termination. In addition, if any payments, entitlements or benefits received by Mr. Weber or Mr. Chirico under his agreement or otherwise are subject to the excise tax on excess parachute payments, he is entitled to an additional payment to restore him to the after-tax position that he would have been in if the excise tax had not been imposed. Each of Mr. Weber and Mr. Chirico also receives comparable medical, dental, life and disability insurance coverage for himself and his family for the three years after termination. The agreements also include certain restrictive covenants in favor of the Company, including provisions regarding the use of confidential information, non-competition, non-interference with business relationships and non-solicitation of employees.

Mr. Chirico’s employment agreement also provides for the amendment of his agreement under the Company’s capital accumulation program to increase his benefit by \$500,000 to \$2.0 million. Under Mr. Chirico’s capital accumulation program agreement (“CAP Agreement”), he will be entitled to receive upon retirement after he turns 55 his benefit plus interest from age 55. Under Mr. Chirico’s CAP Agreement, if his employment with the Company is terminated following a change in control of the Company (as defined in the CAP Agreement), the full undiscounted value of the future payments to be made to Mr. Chirico thereunder becomes immediately payable in a lump sum. The benefits under the CAP Agreement are forfeited upon a termination

of Mr. Chirico's employment for cause (as defined therein). Further, Mr. Chirico's rights are subject to non-competition and non-disclosure restrictions that automatically terminate upon a change in control of the Company.

The Board also agreed to enter into a CAP Agreement with Francis K. Duane, Vice Chairman, Sportswear, for a \$2.0 million benefit on similar terms as Mr. Chirico's CAP Agreement.

In order to implement the foregoing succession plan, the Company's Board of Directors approved amendments to the Company's By-Laws separating the positions of Chairman and Chief Executive Officer and making other changes attendant to the separation of the positions. A copy of the revised By-Laws is attached to this report as Exhibit 3.1.

In addition to the foregoing matters, the Compensation Committee of the Company's Board of Directors met on March 3, 2005 and approved certain other matters relating to the compensation of the Company's named executive officers, Messrs. Klatsky, Weber, Chirico and Duane, and Mr. Allen Sirkin, Vice Chairman, Dress Shirts, as follows:

1. The Committee approved the payout of bonuses for 2004 under the Performance Incentive Bonus Plan, subject to finalization of the Company's audit confirming the Company's calculations. Under such plan, Messrs. Klatsky, Weber, Chirico, Sirkin and Duane would receive \$2,270,040; \$1,350,000; \$1,080,000; \$900,000; and \$840,000, respectively. The bonuses for Messrs. Klatsky, Weber and Chirico relate to the achievement of earnings per share goals established at the beginning of fiscal 2004. The bonuses for Messrs. Sirkin and Duane relate to the achievement of EBIT-based goals for their respective divisions established at the beginning of fiscal 2004.
2. The Committee established bonus goals for 2005, subject to stockholder approval of a new Performance Incentive Bonus Plan to be voted upon at the Company's 2005 annual meeting. Messrs. Klatsky, Weber and Chirico will receive bonuses based on a percentage of base salary if the Company achieves certain earnings per share goals. Mr. Klatsky's potential bonus ranges from 42.5% at threshold to 85% at target to 210% at maximum. Mr. Weber's potential bonus ranges from 37.5% at threshold to 75% at target to 175% at maximum. Mr. Chirico's potential bonus ranges from 32.5% at threshold to 65% at target to 160% at maximum. Messrs. Sirkin and Duane will receive bonuses based on a percentage of base salary if their respective divisions achieve certain goals based on EBIT. The potential bonuses for Messrs. Sirkin and Duane range from 20% at threshold to 60% at target to 120% at maximum. In all cases, achievement of levels between goals would result in payment of a percentage of base salary that is on a straight-line interpolation between the two relevant goals.
3. The Committee approved the payout of awards under the Long-Term Incentive Plan for the three fiscal year period 2002-2004, subject to finalization of the Company's audit confirming the Company's calculations. Under such plan, Messrs. Klatsky, Weber and Chirico would receive \$1,887,360; \$1,012,800; and \$810,240, respectively. These payouts relate to the achievement of both earnings growth and improvement on return on equity established at the beginning of the performance cycle.
4. The Committee established an award for the three fiscal year period 2005-2007, subject to stockholder approval of a new Long-Term Incentive Plan to be voted upon at the Company's 2005 annual meeting. Messrs. Weber and Chirico, the only participants in such plan for the 2005-2007 cycle, will receive payouts based on a percentage of base salary if the Company achieves certain goals based on both earnings growth and improvement in return on equity over the three-year performance cycle. Mr. Weber's potential payout ranges from 50% at threshold to 90% at target to 175% at maximum. Mr. Chirico's potential payout ranges from 50% at threshold to 80% at target to 160% at maximum. Achievement of levels of performance between goals would result in payment of a percentage of base salary that is on an interpolation between the two relevant goals.
5. The Committee granted options to Messrs. Weber and Chirico to purchase 150,000 and 120,000 shares of Company common stock, respectively.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits:

### **Exhibit Description**

3.1 Amended By-laws

99.1 Press Release, dated March 4, 2005.



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/ Mark D. Fischer

Mark D. Fischer, Vice President

Date: March 8, 2005

AS OF MARCH 3, 2005

**BY-LAWS  
OF  
PHILLIPS-VAN HEUSEN CORPORATION**

**ARTICLE I  
STOCKHOLDERS**

SECTION 1. Annual Meetings. A meeting of the stockholders shall be held annually at 10:00 A.M. on the first Tuesday after the first Monday in June, or at such other time and on such other date and at such place, within or without the State of Delaware, as may from time to time be fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other proper business as may come before the meeting.

SECTION 2. Special Meetings. Special meetings of the stockholders may be called at any time by the Chairman of the Board, the Chief Executive Officer or by the President or by the Board of Directors or by the Executive Committee, and shall be called by the Secretary upon the written request of stockholders of record holding a majority of the outstanding shares of the Corporation entitled to vote at the meeting, which request shall state the purpose or purposes for which the meeting is to be called. Special meetings of the stockholders shall be held at such time and on such date and at such place, within or without the State of Delaware, as shall be specified in the call thereof.

SECTION 3. Notice of Meetings. Written notice of each annual or special meeting of the stockholders shall be given which shall state the place, date and hour thereof, and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons who shall have called the meetings. The written notice of any meeting shall be given, not less than ten or more than sixty days before the date of the meeting, to each stockholder entitled to vote at the meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. If the notice of a special meeting shall state as a purpose of the meeting the transaction of any business that may come before the meeting, then at the meeting any proper business may be transacted, whether or not referred to in the notice thereof.

SECTION 4. Quorum. At any meeting of the stockholders, the presence, in person or by proxy, of the holders of a majority of the outstanding shares of the Corporation entitled to vote thereat shall be necessary to constitute a quorum for the transaction of any business. If there shall not be a quorum at any meeting, the holders of a majority of the shares entitled to vote thereat who shall be present at the meeting, in person or by proxy, may adjourn the meeting from time to time without further notice until holders of a majority of the outstanding shares entitled to vote thereat shall attend. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

SECTION 5. Voting. Each share entitled to vote on any matter at any meeting of the stockholders, present in person or by proxy, shall carry the right to one vote on such matter.

SECTION 6. Inspectors. The Board of Directors, in advance of any meeting of the stockholders, may appoint one or more inspectors to act at the meeting. If inspectors are not so appointed, the person presiding at the meeting may, and on the request of any stockholder entitled to vote thereat shall, appoint inspectors. If appointed on the request of a stockholder, the holders of a majority of the shares present and entitled to vote thereat shall determine the number of inspectors to be appointed. If any person so appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at the meeting with strict impartiality and according to the best of his ability. The inspectors so appointed shall determine the number of shares outstanding, the shares represented at the meeting, the existence of a quorum and the validity and effect of proxies and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the results and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting or any stockholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

**ARTICLE II  
DIRECTORS**

SECTION 1. Number; Qualification; Election; Term of Office. The number of directors of the Corporation shall be twelve or such other number, but not more than 21 or less than nine, as the Board of Directors may from time to time determine. Directors need not be stockholders. At each annual meeting of the stockholders, directors shall be chosen for a term of one year to succeed those whose terms expire. Each director shall hold office until his successor is elected and qualified or until his earlier resignation or removal.

SECTION 2. Duties and Powers. The Board of Directors shall manage the business and affairs of the Corporation.

SECTION 3. Chairman of the Board. The Board of Directors shall annually select one of its members, who may be an executive of the Corporation, to be Chairman of the Board and shall fill any vacancy in the position of Chairman of the Board at such time and in such manner as the Board of Directors shall determine. The Chairman of the Board shall preside at all meetings

of the Board of Directors and of stockholders. The Chairman shall perform such other duties and services as shall be assigned to or required of the Chairman by the Board of Directors.

**SECTION 4. Meetings.** A meeting of the Board of Directors shall be held for the election of officers and for the transaction of such other business as may come before the meeting as promptly as practicable after the annual meeting of the stockholders. Other regular meetings of the Board of Directors may be held at such times and at such places as the Chairman of the Board, the Chief Executive Officer or the President may from time to time determine. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, the Chief Executive Officer or by the President or by a majority of the directors then in office. Meetings of the Board of Directors may be held within or without the State of Delaware.

**SECTION 5. Notice of Meetings.** Notice of each regular or special meeting of the Board of Directors shall be given by service on each director in person or by mailing or telegraphing the same to him at his address as it appears on the records of the Corporation at least one day, if given in person or by telegraphing the same, or at least three days, if given by mailing the same, before the date designated for such meeting, specifying the place, date and hour of the meeting and, if it is for a special meeting, the purpose or purposes for which the meeting is called. At any meeting of the Board of Directors at which every director shall be present, even though without such notice, any business may be transacted. Any acts or proceedings taken at a meeting of the Board of Directors not validly called or constituted may be made valid and fully effective by ratification at a subsequent meeting which shall be legally and validly called or constituted. Notice of any regular meeting of the Board of Directors need not state the purpose of the meeting and, at any regular meeting duly held, any business may be transacted. If the notice of a special meeting shall state as a purpose of the meeting the transaction of any business that may come before the meeting, then at the meeting any business may be transacted, whether or not referred to in the notice thereof.

**SECTION 6. Quorum and Voting.** At any meeting of the Board of Directors, the presence of one-third of the directors then in office shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At all meetings of the Board of Directors, each director shall have one vote.

**SECTION 7. Resignation.** Any director may resign at any time upon written notice to the Corporation. Any such resignation may provide that such resignation shall take effect, immediately or on any future date stated in such notice, without acceptance by the Corporation.

**SECTION 8. Vacancies.** In the event that any vacancy shall occur in the Board of Directors, whether because of death, resignation, removal, newly created directorships resulting from any increase in the authorized number of directors or any other reason, such vacancy may be filled by the vote of a majority of the directors then in office, although less than a quorum, at any meeting of the Board of Directors. A director elected to fill a vacancy, other than a newly created directorship, shall hold office for the unexpired term of his predecessor. A director elected to fill a newly created directorship shall be elected to such class of directors as a majority of the directors then in office shall determine and shall hold office for the unexpired term of such class.

**SECTION 9. Committees.** The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate an Executive Committee consisting of not more than four directors, one of whom shall be the Chairman of the Board, one of whom shall be the Chief Executive Officer and, if the Chairman is not an executive of the Corporation, one of whom shall be the President, to serve at the pleasure of the Board of Directors. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate such other Committees as it shall from time to time determine to be desirable, each Committee to consist of two or more directors, to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any Committee, who may replace any absent or disqualified member at any meeting of the Committee. In the absence or disqualification of a member of any Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of such absent or disqualified member. Each Committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, may authorize the seal of the Corporation to be affixed to all papers which may require it and may declare a dividend or authorize the issuance of stock; but no Committee shall have the power or authority in reference to amending the Certificate of Incorporation or the By-Laws, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets or recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution.

**SECTION 10. Compensation.** The Board of Directors may fix the compensation of directors for service in any capacity and may fix fees for attendance at meetings and may authorize the Corporation to pay the traveling and other expenses of directors incident to their attendance at meetings.

**SECTION 11. Salaries.** The salary of each officer of the Corporation and of each director of the Corporation who shall be an officer of a division of the Corporation shall be fixed by the Board of Directors.

### **ARTICLE III**

#### **OFFICERS**

**SECTION 1. Election.** At the first meeting of the Board of Directors after each annual meeting of the stockholders, the Board of Directors shall elect or appoint a Chief Executive Officer, a President, one or more Executive Vice-Presidents and Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers, and may elect or appoint at such time and from time to time such additional officers as it deems advisable. No officer need be a director, except the Chairman of the Board and the President.

SECTION 2. Term of Office and Vacancies. Each officer shall hold office until his successor is elected or appointed and qualified or until his earlier resignation or removal. Any vacancy occurring in any office, whether because of death, resignation, removal, with or without cause, or any other reason, shall be filled by the Board of Directors.

SECTION 3. Chief Executive Officer. The Chief Executive Officer of the Corporation shall be the most senior executive officer of the Corporation and, subject to the provisions of these By-Laws and the control of the Board of Directors, shall have general and active management, direction, and supervision over the business of the Corporation and over its officers. The Chief Executive Officer shall perform all duties incident to the office of chief executive and such other duties as from time to time may be assigned to him by the Board of Directors. The Chief Executive Officer shall report directly to the Board of Directors and shall have the right to delegate any of his powers to any other officer or employee.

SECTION 4. Powers and Duties of the President. The President shall be the chief operating officer of the Corporation. The President shall have the general powers and duties of supervision usually vested in the office of the president of a corporation and shall have such other powers and shall perform such other duties as may from time to time be assigned to him by the Board of Directors or the Chief Executive Officer.

SECTION 5. Powers and Duties of the Executive Vice-Presidents and Vice-Presidents. Each of the Executive Vice-Presidents, and Vice-Presidents shall have such powers and shall perform such duties as may from time to time be assigned to him by the Board of Directors.

SECTION 6. Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the stockholders and, if so requested, the minutes of meetings of the Board of Directors. He shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such other books and records as the Board of Directors may direct. He shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board of Directors or any Committee thereof may direct. He shall have such other powers and shall perform such other duties as may from time to time be assigned to him by the Board of Directors.

SECTION 7. Powers and Duties of the Assistant Secretaries. Each of the Assistant Secretaries shall have such powers and shall perform such duties as may from time to time be assigned to him by the Board of Directors.

SECTION 8. Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board of Directors, he shall render a statement of his cash and other accounts, and he shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. He shall at all reasonable times exhibit his books and accounts to any director upon application at the principal office of the Corporation during business hours. He shall have such other powers and shall perform such other duties as may from time to time be assigned to him by the Board of Directors.

SECTION 9. Powers and Duties of the Assistant Treasurers. Each of the Assistant Treasurers shall have such powers and shall perform such duties as may from time to time be assigned to him by the Board of Directors.

SECTION 10. Delegation. In case of the absence of any officer, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may at any time and from time to time delegate all or any part of the powers or duties of any officer to any other officer or to any director or directors.

SECTION 11. Removal. Any officer may be removed from office at any time, with or without cause, by a vote or a majority of the directors then in office.

SECTION 12. Resignation. Any officer may resign at any time upon written notice to the Corporation, such resignation to take effect immediately without acceptance by the Corporation.

SECTION 13. Voting of Stock. The Chief Executive Officer or the President or any other person or persons designated by the Board of Directors shall have full power and authority at any meeting of stockholders of any corporation in which the Corporation holds stock to vote such stock and shall possess at such meeting all rights and powers incident to the ownership of such stock.

## ARTICLE IV

### STOCK

SECTION 1. Certificates. The shares of the Corporation shall be represented by certificates signed by the Chairman of the Board, the Chief Executive Officer or by the President or any Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or any Assistant Secretary, or by a printed or engraved facsimile of such signatures, and may be sealed with the seal of the Corporation or a printed or engraved facsimile thereof. The certificates shall be countersigned by the transfer agent and registered by the registrar, which countersignature and registration may be printed or by engraved facsimile.

SECTION 2. Transfer of Shares. The shares of the Corporation shall be assignable and transferable on the books of the Corporation only by the person in whose name they appear on such books or by his duly authorized attorney, upon surrender of the certificate representing such shares properly endorsed. In case of assignment or transfer by power of attorney, the power of attorney, duly executed and acknowledged, shall be deposited with the Corporation.

## ARTICLE V



## **EXECUTION OF INSTRUMENTS**

All checks, drafts or orders for the payment of money, all vouchers and receipts for payments, all promissory notes, acceptances and bills of exchange and all contracts, agreements, assignments and other instruments shall be signed by the Chief Executive Officer or the President or a Vice-President or the Treasurer or such other officer or officers or such person or persons as the Board of Directors may from time to time designate. All certifications shall be made by the Secretary or an Assistant Secretary or such other officer or officers or such person or persons as the Board of Directors may from time to time designate.

## **ARTICLE VI**

### **SEAL**

The seal of the corporation shall contain the name of the Corporation, the words "Corporate Seal", the year of its organization and the word "Delaware".

## **ARTICLE VII**

### **INDEMNIFICATION**

The Corporation shall indemnify any person to the full extent permitted by the Delaware General Corporation Law, as the same now exists or may hereafter be amended.

## **ARTICLE VIII**

### **AMENDMENT OF BY-LAWS**

By-Laws may be adopted, altered, amended or repealed by the Board of Directors or by the affirmative vote of not less than 80% of the outstanding stock of the Corporation entitled to vote in the election of directors.

**PHILLIPS-VAN HEUSEN CORPORATION  
200 MADISON AVENUE  
NEW YORK, N.Y. 10016**

**FOR IMMEDIATE RELEASE**

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Pamela N. Hootkin  
Vice President, Treasurer, and Investor Relations  
Telephone: 212 381 3507

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**PHILLIPS-VAN HEUSEN IMPLEMENTS SUCCESSION PLAN AS  
BRUCE KLATSKY ANNOUNCES PLANS TO STEP DOWN AS CEO  
Mark Weber, Current President/COO, Named Successor**

NEW YORK, March 4, 2005 -- Effective at the company's annual meeting on June 14, 2005, Bruce Klatsky will step down as Chief Executive Officer of Phillips-Van Heusen Corporation (NYSE: PVH), the company announced today. Mr. Klatsky said he has agreed with the board of directors to remain its nominee for an additional one-year term as its Chairman in order to ensure an orderly transition to succeeding management. As called for in the company's succession plan, Mark Weber, 55, currently President and Chief Operating Officer and a director, will succeed Mr. Klatsky as Chief Executive Officer. Emanuel Chirico, 47, currently Executive Vice President and Chief Financial Officer, will become President and Chief Operating Officer and be nominated for a seat on the board of directors.

Mr. Klatsky said, "The success of our company over the past five years and the comfort we have in maintaining an annual projected 15% to 20% earnings growth into the foreseeable future, make it an appropriate time to pass the torch. I have spent the majority of my waking hours these past years focused on the business of PVH, and I now happily anticipate spending more time with my family. I joined PVH almost 34 years ago as a merchandise trainee and rose through the ranks in a way that underscores the opportunity that our company represents to its almost ten thousand associates. I have been very proud to head such a wonderful company, and am very pleased to be leaving it in such good hands."

He continued, "Mark Weber joined PVH six months after me. We rose through the organization together and I was very pleased when he was elected president in 1998 and became part of our top management team. His consistent track record of success in every assignment he has undertaken for our corporation is unparalleled. He is the logical choice as my successor. Manny Chirico joined our corporation from Ernst & Young as controller in 1993 and assumed the responsibility of chief financial officer in 1998. His performance in these roles has been outstanding. He has well earned the esteem he enjoys in the financial and investment community. Both men have played an integral role in the success we have achieved in recent years and in laying the foundation for the bright future we face. This shared history and continuity will make the coming transition seamless.□ 8;

Mr. Weber said, "I have worked closely with Bruce for 33 years and have been his partner in managing PVH for the last six. I am committed to the same strategic direction, priorities and objectives that have guided us during this very productive period for our company. I have every intention of continuing to execute the business plan that brought us to this point and has such great potential for the future."

David Landau, the board's lead director, said, "This succession plan will provide a smooth transition and ensure the company stays on course in the execution of its business plan. We are very grateful to Bruce Klatsky for his many

contributions to the company and are very fortunate to have an executive of the caliber of Mark Weber in place to succeed him. Mr. Weber, in his role as Phillips-Van Heusen's President and Bruce Klatsky's partner, has contributed to all of the company's recent success, including the Calvin Klein acquisition and its successful integration. His background and experience will provide continuity as the company continues its growth and takes advantage of the many opportunities before it."

Phillips-Van Heusen Corporation is one of the world's largest apparel companies. It owns and markets the Calvin Klein brand worldwide. It is the world's largest shirt company and markets a variety of goods under its own brands, Van Heusen, Calvin Klein, IZOD, Arrow, Bass and G.H. Bass & Co., and its licensed brands Geoffrey Beene, Kenneth Cole New York, Kenneth Cole Reaction, BCBG Max Azria, BCBG Attitude, MICHAEL Michael Kors, Sean Jean and Chaps.

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SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: Forward-looking statements made in this press release, 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 levels of sales of the Company's licensees at wholesale and retail, and the extent of discounts and promotional pricing in which the Company and its licensees are required to engage, all of which can be affected by weather conditions, changes in the economy, fuel prices, reductions in travel, 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, including the Company's ability to realize revenue growth, cost savings or synergies from integrating, developing and growing Calvin Klein; (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), 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 civil conflict, war or terrorist acts, the threat of any of the foregoing or political and labor instability in the United States or any of the countries where the Company's products are or are planned to be produced; (v) disease epidemics and health related concerns, which could result in closed factories, reduced workforces, scarcity of raw materials and scrutiny or embargoing of goods produced in infected areas; (vi) acquisitions and issues arising with acquisitions and proposed transactions, including without limitation, the ability to integrate an acquired entity into the Company with no substantial adverse affect on the acquired entity's, or the Company's existing, operations, employee relationships, vendor relationships, customer relationships or financial performance and (vii) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

The information included in this press release contains certain forward-looking statements, including, without limitations, projections of earnings growth, which reflect the Company's view of future events and financial performance as of the date it was released and the Company does not undertake any obligation to update publicly any such forward-looking statement, whether as a result of the receipt of new information, future events or otherwise.