

OMB APPROVAL	
OMB Number:	3235-0287
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hours per response:	0.5

**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

1. Name and Address of Reporting Person* <b>APAX MANAGERS INC</b>  (Last) (First) (Middle) <b>445 PARK AVENUE</b>  (Street) <b>NEW YORK NY 10022</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>PHILLIPS VAN HEUSEN CORP /DE/ [ NYSE:PVH ]</b>	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) <b>07/20/2005</b>	

**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 \$1.00 per Share	07/20/2005		C		4,286,365	A	\$0 <sup>(1)</sup>	4,286,365	I	See footnote <sup>(2)</sup>
Common Stock, par value \$1.00 per Share	07/20/2005		S		4,286,365	D	\$31.276	0	I	See footnote <sup>(2)</sup>

**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 Pref. Stock, par value \$100 per share	\$0 <sup>(3)</sup>	07/20/2005		C		2,226.67		(4)	(5)	Common Stock, par value \$1.00 per share	4,286,365	\$0 <sup>(1)</sup>	0	I	See footnote <sup>(2)</sup>

**Explanation of Responses:**

- These securities converted as indicated in Table II.
- The securities are directly owned by Apax Excelsior VI, L.P., Apax Excelsior VI-A C.V., Apax Excelsior VI-B C.V. and Patricof Private Investment Club III, L.P (together, the "Excelsior VI Funds"). The Reporting Person is the general partner of the general partner of the Excelsior VI Funds. The Reporting Person may be deemed to beneficially own all outstanding capital stock of the Excelsior VI Funds by virtue of its role as general partner of the general partner of the Excelsior VI Funds. Apax Managers disclaims 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.
- These securities were immediately exercisable.
- Not applicable.

/s/ John Megrue, Co-Chief Executive Officer, Apax Managers, Inc. 07/22/2005

\*\* 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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