SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* 2. Date of Event Requiring Statement (Month/Day/Year) 05/06/2010 05/06/2010				nent	3. Issuer Name and Ticker or Trading Symbol <u>PHILLIPS VAN HEUSEN CORP /DE/</u> [PVH]						
(Last) C/O TOMMY	ist) (First) (Middle) O TOMMY HILFIGER U.S.A., INC.				4. Relationship of Reporting Pers (Check all applicable) X Director		on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
601 WEST 26TH STREET					X Officer (give title below) CEO of Tommy		Other (specify below) Hilfiger		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) NEW YORK	NY	10001				CEO OI TOIMINY H	liiigei				y More than One
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					1,402,371		Ι		By Cinquecento B.V. ⁽¹⁾⁽²⁾		
Common Stock					60,562		Ι		By Tommy Hilfiger Holding S.a.r.l. ⁽²⁾⁽³⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Secur Underlying Derivative Securi				rcise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiratior Date	n Title	3	Amount or Number of Shares	Deriva Securi	tive	or Indirect (I) (Instr. 5)	

Explanation of Responses:

1. Of such 1,402,371 shares of Common Stock of the Issuer (the "Common Stock") reported on this Form 3, Mr. Gehring indirectly beneficially owns 1,231,521 shares of Common Stock by virtue of interests Mr. Gehring holds in Cinquecento B.V. The remaining amount of 170,850 shares of Common Stock consist of shares of Common Stock over which Mr. Gehring has voting rights but which are indirectly beneficially owned by Mr. Gehring's children by virtue of their ownership of interests in Cinquecento B.V. Mr. Gehring disclaims beneficial ownership of such shares beneficially owned by his children except to the extent of his pecuniary interest therein. The aggregate number of shares of Common Stock beneficially owned by Cinquecento B.V. is 1,941,738 shares.

2. The shares of Common Stock reported on this Form 3 are held in escrow pursuant to escrow arrangements whereby a portion of such shares may be forfeited to satisfy indemnity or purchase price adjustment payments made to Issuer, or because certain time vesting conditions are not met.

3. Represents shares of Common Stock beneficially owned by Tommy Hilfiger Holding S.a.r.l. that Stichting Pakera (a holder of interests in Tommy Hilfiger Holding S.a.r.l. and a foundation, the beneficiaries of which are certain friends and family of Mr. Gehring) would be entitled to receive when and if shares of Common Stock beneficially owned by Tommy Hilfiger Holding S.a.r.l. are distributed to holders of interests therein, and over which Mr. Gehring has voting rights. Mr. Gehring disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Remarks:



05/14/2010

Date

** Signature of Reporting Person

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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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