

WEBER MARK

Form 4

November 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEBER MARK

2. Issuer Name **and** Ticker or Trading
Symbol

**PHILLIPS VAN HEUSEN CORP
/DE/ [PVH]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

11/21/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

**C/O PHILLIPS-VAN HEUSEN
CORPORATION, 200 MADISON
AVENUE**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEW YORK, NY 10016

(City) (State) (Zip)

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	11/21/2005		M		807	A	\$ 9.375
							36,576
							D
Common Stock, par value \$1	11/21/2005		M		19,586	A	\$ 12.75
							56,162
							D
Common Stock, par value \$1	11/21/2005		M		30,000	A	\$ 14.25
							86,162
							D

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Common Stock, par value \$1	11/21/2005	M	1,807	A	\$ 13.0625	87,969	D
Common Stock, par value \$1	11/21/2005	S	52,200	D	\$ 33	35,769	D
Common Stock, par value \$1	11/22/2005	M	47,800	A	\$ 13.0625	83,569	D
Common Stock, par value \$1	11/22/2005	S	300	D	\$ 34.5	83,269	D
Common Stock, par value \$1	11/22/2005	S	47,500	D	\$ 33.9	35,769	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy) <u>(1)</u>	\$ 9.375	11/21/2005		M	807	<u>(2)</u> 06/13/2010	Common Stock, \$1 par value	807
Option (Right to Buy) <u>(1)</u>	\$ 12.75	11/21/2005		M	19,586	<u>(3)</u> 03/05/2008	Common Stock, \$1 par value	19,586
Option (Right to Buy) <u>(1)</u>	\$ 14.25	11/21/2005		M	30,000	<u>(4)</u> 06/17/2007	Common Stock, \$1 par value	30,000
Option (Right to	\$ 13.0625	11/21/2005		M	1,807	<u>(5)</u> 06/18/2008	Common Stock, \$1	1,807

Buy) ⁽¹⁾								par value
Option								Common
(Right to	\$ 13.0625	11/22/2005		M	47,800	⁽⁶⁾	06/18/2008	Stock, \$1
Buy) ⁽¹⁾								47,800
								par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBER MARK C/O PHILLIPS-VAN HEUSEN CORPORATION 200 MADISON AVENUE NEW YORK, NY 10016	X		Chief Executive Officer	

Signatures

Mark Weber 11/22/2005

 Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) All options exercisable for shares of Issuer's Common Stock, \$1 par value
- (2) Options to acquire 807 shares became exercisable on 6/13/04.
- (3) Options to acquire 6,528 shares became exercisable on 3/5/01, and options to acquire 6,529 shares became exercisable on each of 3/5/02 and 3/5/03.
- (4) Options to acquire 10,000 shares became exercisable on each of 6/7/00, 6/7/01 and 6/7/02.
- (5) Options to acquire 1,807 shares became exercisable on 6/18/01.
- (6) Options to acquire 14,859 shares became exercisable on 6/18/01, options to acquire 16,667 shares became exercisable on 6/18/02 and options to acquire a further 16,274 shares became exercisable on 6/18/03.

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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