

PHILLIPS VAN HEUSEN CORP /DE/  
Form S-8 POS  
June 20, 2007

**As filed with the Securities and Exchange Commission on June 20, 2007**

**Registration No. 333-109000**

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

\_\_\_\_\_  
**Post-Effective Amendment No. 1**

**TO**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-1155910**  
(I.R.S. Employer Identification Number)

**200 Madison Avenue**  
**New York, New York 10016**

**(212) 381-3500**  
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Mark D. Fischer, Esq.**  
**Senior Vice President,**  
**General Counsel and Secretary**

**200 Madison Avenue**

**New York, New York 10016**

**(212) 381-3500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**PHILLIPS-VAN HEUSEN CORPORATION**  
**2003 STOCK OPTION PLAN**  
(Full title of the plan)

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*With Copy to:*

MARTHA N. STEINMAN, ESQ.  
LeBOEUF, LAMB, GREENE & MacRAE LLP  
125 WEST 55TH STREET  
NEW YORK, NY 10019  
(212) 424-8000

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**Explanatory Note**

Phillips-Van Heusen Corporation (the Registrant ) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain securities previously registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the SEC ) on September 22, 2003, Registration No. 333-109000 (the 2003 Form S-8 ), with respect to shares of the Registrant's common stock, par value \$1.00 per share (the Common Stock ), thereby registered for issuance, offer or sale pursuant to the Phillips-Van Heusen Corporation 2003 Stock Option Plan (the 2003 Plan ). A total of 5,400,000 shares of Common Stock were registered for issuance, offer or sale under the 2003 Form S-8.

On June 13, 2006, the stockholders of the Registrant approved the 2006 Stock Incentive Plan (the 2006 Plan ) and, accordingly, 830,821 shares of Common Stock that would otherwise have been available for grant (*i.e.*, not subject to outstanding awards or forfeitures, cancelled, exchanged, surrendered or not distributed) under the 2003 Plan were available for issuance, offer and sale under the 2006 Plan as of June 13, 2006. In addition, 53,851 shares of Common Stock underlying outstanding grants under the 2003 Plan on June 13, 2006 were forfeited between June 13, 2006 and June 18, 2007. Therefore, 884,672 shares of Common Stock are hereby deregistered. The 2003 Form S-8 otherwise continues in effect as to the balance of the shares of Common Stock remaining available for issuance, offer or sale pursuant thereto upon and following the exercise of options previously granted under the 2003 Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Phillips-Van Heusen Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8/A and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on the 20th day of June, 2007.

PHILLIPS-VAN HEUSEN CORPORATION

By: /s/ Emanuel Chirico

Emanuel Chirico

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 20th day of June, 2007.

**Signature**

**Title**

/s/ Emanuel Chirico

Emanuel Chirico

Chief Executive Officer; Director (Principal Executive Officer)

/s/ Michael Shaffer

Michael Shaffer

Executive Vice President and Chief Financial Officer (Principal Financial Officer)

/s/ Bruce Goldstein

Bruce Goldstein

Vice President and Controller (Principal Accounting Officer)

/s/ Mary Baglivo

Mary Baglivo

Director

/s/ Edward H. Cohen

Edward H. Cohen

Director

/s/ Joseph B. Fuller

Joseph B. Fuller

Director

/s/ Margaret L. Jenkins

Margaret L. Jenkins

Director

/s/ Bruce Maggin

Bruce Maggin

Director

/s/ V. James Marino

V. James Marino

Director



/s/ Henry Nasella

Henry Nasella

Director

/s/ Rita M. Rodriguez

Rita M. Rodriguez

Director

/s/ Craig Rydin

Craig Rydin

Director