

Phillips-Van Heusen Corporation
Code of Ethics for Chief Executive Officer
And Senior Financial Officers

Pursuant to the provisions of Section 406 of the Sarbanes-Oxley Act of 2002 and Item 406 of Regulation S-K promulgated under the Securities Exchange Act of 1934, the Audit Committee of the Board of Directors of Phillips-Van Heusen Corporation (the “Company”) has adopted a Code of Ethics for the Chief Executive Officer (or other person serving as the Company’s principal executive officer) and the Chief Financial Officer (or other person serving as the Company’s principal financial officer), the Controller (or other person serving as the Company’s principal accounting officer), the head of internal audit and such other associates of the Company as the Committee may from time to time designate as senior financial officers for purposes of this Code of Ethics (the “Senior Financial Officers”). This Code of Ethics is in addition to the Company’s Code of Business Conduct and Ethics, which is applicable to all directors and associates of the Company. The Chief Executive Officer and each of the Senior Financial Officers shall be provided with a copy of this Code of Ethics and acknowledge that they are subject to its provisions and may periodically be requested to re-confirm their acknowledgement.

1. The Chief Executive Officer and the Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission. Accordingly, it is the responsibility of the Chief Executive Officer and each Senior Financial Officer promptly to bring to the attention of the Company’s Disclosure Committee, if any, or, in lieu thereof, the General Counsel and the Audit Committee, any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the responsible persons in fulfilling their responsibilities as specified in the Company’s Financial Reporting and Disclosure, Controls and Procedures Policy.
2. The Chief Executive Officer and each Senior Financial Officer shall promptly bring to the attention of the Disclosure Committee, if any, or, in lieu thereof, the General Counsel and the Audit Committee, any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

3. The Chief Executive Officer and each Senior Financial Officer shall promptly bring to the attention of the General Counsel or the Chief Executive Officer and to the Audit Committee any information he or she may have concerning any violation of the Company's Code of Business Conduct and Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls. Accordingly, it is the responsibility of the Chief Executive Officer and each Senior Financial Officer to avoid, and promptly to bring to the attention of the Company's Disclosure Committee, if any, or, in lieu thereof, the General Counsel and the Audit Committee, any material transaction or relationship that could give rise to such a violation, including such a conflict of interest.
4. The Chief Executive Officer and each Senior Financial Officer shall comply with, and promptly bring to the attention of the General Counsel or the Chief Executive Officer and to the Audit Committee any information he or she may have concerning evidence of a material violation of, the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Company's Code of Business Conduct and Ethics or of this Code of Ethics.
5. The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken to prevent, or in the event of, violations of the Company's Code of Business Conduct and Ethics or of this Code of Ethics by the Chief Executive Officer and the Senior Financial Officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Company's Code of Business Conduct and Ethics and to this Code of Ethics, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.