

PVH CORP. /DE/
Form 4
April 06, 2015

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUANE FRANCIS K

(Last) (First) (Middle)

C/O PVH CORP., 200 MADISON
AVENUE

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

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

PVH CORP. /DE/ [PVH]

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

04/02/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

CEO, Wholesale Apparel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock, \$1 par value	04/02/2015		A	Amount (1) 4,188	A \$ 0 30,558 (2)	D	
Common Stock, \$1 par value	04/03/2015		A	Amount (3) 2,780	A \$ 0 33,338 (2)	D	
Common Stock, \$1 par value	04/03/2015		F	Amount (4) 1,171	D \$ 107.47 32,167 (2)	D	
Common Stock, \$1	04/05/2015		F	Amount (5) 403	D \$ 107.47 31,764 (6)	D	

par value

Common
Stock, \$1
par value

2,189.3787 I

By 401(k)
Plan

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

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 control number.

SEC 1474
(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>(7)</u>	\$ 107.47	04/02/2015		A	15,200	<u>(8)</u> 04/02/2025	Common Stock, \$1 par value	15,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUANE FRANCIS K C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	CEO, Wholesale Apparel

Signatures

Francis K.
Duane 04/06/2015

 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).

Edgar Filing: PVH CORP. /DE/ - Form 4

Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's

- (1) Common Stock. The units vest 25% (1,047 shares) on the second anniversary of grant, 25% (1,047 shares) on the third anniversary of grant and 50% (2,094 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
- (2) Includes 17,677 shares of Common Stock subject to awards of restricted stock units.
- (3) Represents shares received upon settlement of a performance share award.
- (4) Represents shares withheld to satisfy the Reporting Person's tax obligations with the settlement of the performance share award described in Note (3) above.
- (5) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,089 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (6) Includes 16,558 shares of Common Stock subject to awards of restricted stock units.
- (7) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (8) Options to acquire 3,800 shares become exercisable on each of 4/2/2016, 4/2/2017, 4/2/2018 and 4/2/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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