

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shaffer Michael A

(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 below) ____ Other (specify below)

EVP, COO and CFO

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 (A) or (D) 4,188 (1)	\$ 0 18,163 (2)	D	
Common Stock, \$1 par value	04/03/2015		A	Amount (A) or (D) 2,780 (3)	\$ 0 20,943 (4)	D	
Common Stock, \$1 par value	04/03/2015		F	Amount (A) or (D) 1,028 (5)	\$ 107.47 19,915 (4)	D	
Common Stock, \$1	04/05/2015		F	Amount (A) or (D) 453 (6)	\$ 107.47 19,462 (7)	D	

par value

Common
Stock, \$1
par value

6,999.2111 I

By 401(k)
Plan

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) ⁽⁸⁾	\$ 107.47	04/02/2015		A	14,000	⁽⁹⁾ 04/02/2025	Common Stock, \$1 par value	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Shaffer Michael A C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	EVP, COO and CFO

Signatures

Michael A.
Shaffer 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).

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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) Represents shares of Common Stock subject to awards of restricted stock units.
- (3) Represents shares received upon settlement of a performance share award.
- (4) Includes 18,163 shares of Common Stock subject to awards of restricted stock units.
- (5) Represents shares withheld to satisfy the Reporting Person's tax obligations with the settlement of the performance share award described in Note (3) above.
- (6) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,225 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (7) Includes 16,938 shares of Common Stock subject to awards of restricted stock units.
- (8) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (9) Options to acquire 3,500 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.

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