

PVH CORP. /DE/
Form 4
April 11, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRIEDER DANIEL

(Last) (First) (Middle)

C/O TOMMY HILFIGER U.S.A,
INC., 601 WEST 26TH STREET

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PVH CORP. /DE/ [PVH]

3. Date of Earliest Transaction
(Month/Day/Year)
04/07/2017

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)
CEO Tommy Hilfiger &PVH Europe

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, \$1 par value | 04/07/2017 | | A | | 6,872 ⁽¹⁾ \$ 0 | 21,963 ⁽²⁾ | D |
| Common Stock, \$1 par value | 04/07/2017 | | A | | 4,907 ⁽³⁾ \$ 0 | 26,870 ⁽⁴⁾ | D |
| Common Stock, \$1 par value | 04/07/2017 | | F | | 905 ⁽⁵⁾ \$ 101.9 | 25,965 ⁽⁶⁾ | D |

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

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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) ⁽⁷⁾ | \$ 101.9 | 04/07/2017 | | A | 17,200 | ⁽⁸⁾ 04/07/2027 | Common Stock, \$1 par value | 17,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIEDER DANIEL C/O TOMMY HILFIGER U.S.A, INC. 601 WEST 26TH STREET NEW YORK, NY 10001 | | | CEO Tommy Hilfiger &PVH Europe | |

Signatures

Daniel Grieder 04/11/2017

⁽⁷⁾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) Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's Common Stock. The units vest 25% (1,718 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
 - (2) Includes 20,175 shares of Common Stock subject to awards of restricted stock units.
 - (3) Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's Common Stock. The units vest 100% on the one year anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
 - (4) Includes 25,082 shares of Common Stock subject to awards of restricted stock units.

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- (5) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,740 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (6) Includes 23,342 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 4,300 shares become exercisable on each of 4/7/2018, 4/7/2019, 4/7/2020 and 4/7/2021.

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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