

DUANE FRANCIS K
Form 4
August 29, 2017

FORM 4

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

OMB APPROVAL

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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 *
DUANE FRANCIS K

(Last) (First) (Middle)
C/O 200 MADISON AVENUE, 18TH FLOOR
(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)
08/25/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CEO, Wholesale Apparel

6. Individual or Joint/Group Filing (Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$1 par value | 08/25/2017 | | M | | 12,300 | D | \$ 91.88 |
| | | | | | 29,812 | (1) | D |
| Common Stock, \$1 par value | 08/25/2017 | | M | | 7,600 | D | \$ 107.47 |
| | | | | | 37,412 | (1) | D |
| Common Stock, \$1 par value | 08/25/2017 | | M | | 4,100 | D | \$ 99.39 |
| | | | | | 41,512 | (1) | D |
| Common Stock, \$1 | 08/25/2017 | | S | | 13,400 | D | \$ 126.0615 |
| | | | | | 28,112 | (1) | D |

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| | | | | | | | | |
|------------|------------|--|---|-------|---|----------|------------|--------|
| par value | | | | | | (2) | | |
| Common | | | | | | \$ | | |
| Stock, \$1 | 08/25/2017 | | S | 5,300 | D | 127.4811 | 22,812 (1) | D |
| par value | | | | | | (3) | | |
| Common | | | | | | \$ | | |
| Stock, \$1 | 08/25/2017 | | S | 5,300 | D | 128.2407 | 17,512 (1) | D |
| par value | | | | | | (4) | | |
| Common | | | | | | | | By |
| Stock, \$1 | | | | | | | 1,722.6025 | I |
| par value | | | | | | | | 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) (4) | \$ 91.88 | 08/25/2017 | | M | 12,300 | (5) 04/05/2022 | Common Stock, \$1 par value. | 12,300 |
| Option (Right to Buy) (4) | \$ 107.47 | 08/25/2017 | | M | 7,600 | (6) 04/02/2025 | Common Stock, \$1 par value. | 7,600 |
| Option (Right to Buy) (4) | \$ 99.39 | 08/25/2017 | | M | 4,100 | (7) 04/01/2026 | Common Stock, \$1 par value. | 4,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | CEO, Wholesale Apparel |

DUANE FRANCIS K
C/O 200 MADISON AVENUE
18TH FLOOR
NEW YORK, NY 10016

Signatures

Francis K. 08/29/2017
Duane

**Signature of Date
Reporting Person

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) Includes 15,254 shares of Common Stock subject to awards of restricted stock units.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(2) \$126.00 to \$126.75, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(3) \$127.2201 to \$127.95, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(4) \$128.07 to \$128.69, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) This was a grant of 16,400 options, 4,100 of which became exercisable on each of 4/5/13, 4/5/14, 4/5/15 and 4/5/16.

(6) This was a grant of 15,200 options, 3,800 of which became exercisable on each of 4/2/16 and 4/2/17, and 3,800 of which will become exercisable on each of 4/2/18 and 4/2/19.

(7) This was a grant of 16,400 options, 4,100 of which became exercisable on 4/1/17, and 4,100 of which will become exercisable on each of 4/1/18, 4/1/19 and 4/1/20.

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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