

PVH CORP. /DE/
Form 4
April 04, 2017

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

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(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)
04/01/2017

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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 par value	04/01/2017		F	916 ⁽¹⁾ D \$ 103.47	23,567 ⁽²⁾	D	
Common Stock, \$1 par value	04/02/2017		F	606 ⁽³⁾ D \$ 103.47	22,961 ⁽⁴⁾	D	
Common Stock, \$1 par value	04/03/2017		F	419 ⁽⁵⁾ D \$ 103.18	22,542 ⁽⁶⁾	D	
Common Stock, \$1	04/03/2017		M	6,800 A \$ 67.03	29,342 ⁽⁶⁾	D	

par value

Common

Stock, \$1	04/03/2017		M	4,450	A	\$ 91.88	33,792 ⁽⁶⁾	D
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par value

Common

Stock, \$1	04/03/2017		S	18,701	D	\$ 103.4264	15,091 ⁽⁶⁾	D
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par value

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.

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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. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽⁸⁾	\$ 67.03	04/03/2017		M	6,800	⁽⁹⁾	07/01/2021	Common Stock, \$1 par value.	6,800
Option (Right to Buy) ⁽⁸⁾	\$ 91.88	04/03/2017		M	4,450	⁽¹⁰⁾	04/05/2022	Common Stock, \$1 par value.	4,450

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

04/04/2017

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 withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,761 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.
- (2) Includes 15,271 shares of Common Stock subject to awards of restricted stock units.
- (3) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,164 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.
- (4) Includes 14,107 shares of Common Stock subject to awards of restricted stock units.
- (5) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 804 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.
- (6) Includes 13,303 shares of Common Stock subject to awards of restricted stock units.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.39 to \$103.47, 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.
- (8) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (9) This was part of a grant of 13,600 options, 3,400 of which became exercisable on each of 7/1/12, 7/1/13, 7/1/14 and 7/1/15.
- (10) This was part of a grant of 8,900 options, 2,225 of which became exercisable on each of 4/5/13, 4/5/14, 4/5/15 and 4/5/16.

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.