

LANDAU DAVID A

Form 4

December 07, 2012

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 *
LANDAU DAVID A

(Last) (First) (Middle)

C/O LNK PARTNERS, 81 MAIN
STREET

(Street)

WHITE PLAINS, NY 10601

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2012

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)

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)
Common Stock, \$1 par value	12/05/2012		C	1,950,456 A	1,950,456	I	Held by LNK Partners, L.P. ⁽²⁾
Common Stock, \$1 par value	12/05/2012		C	144,224 A	144,224	I	Held by LNK Partners (Parallel), L.P. ⁽²⁾
Common Stock, \$1 par value	12/05/2012		S	1,950,456 D	\$ 0 111.5	I	Held by LNK Partners,

Common									L.P. ⁽²⁾
Stock, \$1	12/05/2012	S	144,224	D	\$	111.5	0	I	Held by
par value									LNK
									Partners
									(Parallel),
									L.P. ⁽²⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A convertible preferred stock	<u>(1)</u>	12/05/2012		C	3,724.59	<u>(3)</u>	<u>(3)</u>	Common Stock, \$1 par value	1,950,4
Series A convertible preferred stock	<u>(1)</u>	12/05/2012		C	275.41	<u>(3)</u>	<u>(3)</u>	Common Stock, \$1 par value	144,22

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LANDAU DAVID A C/O LNK PARTNERS 81 MAIN STREET WHITE PLAINS, NY 10601	X

Signatures

David Landau

12/06/2012

__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) Each share of Series A Preferred Stock was convertible into the number of shares of Common Stock equal to the quotient of (a) the liquidation preference of \$25,000 and (b) the conversion price of \$47.74.

The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (2) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) The Series A convertible preferred stock was convertible at any time at the holder's election and had no expiration date.

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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