

PVH CORP. /DE/
Form 4
December 13, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUANE FRANCIS K

(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)
12/11/2013

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, Wholesale Apparel

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	12/11/2013		M	10,150 A	\$ 64.97 52,709 ⁽¹⁾	D	
Common Stock, \$1 par value	12/11/2013		M	4,100 A	\$ 91.88 56,809 ⁽¹⁾	D	
Common Stock, \$1 par value	12/11/2013		S	2,000 D	\$ 133.09 54,809 ⁽¹⁾	D	
Common Stock, \$1	12/11/2013		S	14,250 D	\$ 40,559 ⁽¹⁾ 132.9656	D	

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par value	(2)		
Common			By
Stock, \$1	691.08	I	401(k)
par value			Plan

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (Right to Buy) (3)	\$ 64.97	12/11/2013		M	10,150	(4)	04/07/2021	Common Stock, \$1 par value 10,150
Option (Right to Buy) (3)	\$ 91.88	12/11/2013		M	4,100	(5)	04/05/2022	Common Stock, \$1 par value 4,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUANE FRANCIS K C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	CEO, Wholesale Apparel

Signatures

Francis K.
Duane 12/12/2013

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) Includes 15,309 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 \$132.12 to \$133.12, 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.

(3) All options exercisable for shares of Issuer's Common Stock, \$1 par value.

(4) This was part of a grant of 20,300 options. Options to acquire 5,075 shares became exercisable on each of 4/7/12 and 4/7/13 and options to acquire a further 5,075 shares will become exercisable on 4/7/14 and 4/7/15.

(5) This was part of a grant of 16,400 options. Options to acquire 4,100 shares became exercisable on 4/5/13 and options to acquire a further 4,100 shares will become exercisable on 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.

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