

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

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CHIRICO EMANUEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O PVH CORP., 200 MADISON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
NEW YORK, NY 10016

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

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 | 12/12/2013 | | M | | 120,000 | A | \$ 35.63 |
| | | | | | 216,140 ⁽¹⁾ | D | |
| Common Stock, \$1 par value | 12/12/2013 | | M | | 200,000 | A | \$ 38.98 |
| | | | | | 416,140 ⁽¹⁾ | D | |
| Common Stock, \$1 par value | 12/12/2013 | | M | | 70,000 | A | \$ 58.57 |
| | | | | | 486,140 ⁽¹⁾ | D | |
| Common Stock, \$1 | 12/12/2013 | | M | | 110,000 | A | \$ 36.45 |
| | | | | | 596,140 ⁽¹⁾ | D | |

par value

| | | | | | | | |
|-----------------------------------|------------|---|---------|---|-------------------|-------------|---|
| Common Stock, \$1 par value | 12/12/2013 | S | 404,272 | D | \$ 128.415 (2) | 191,868 (1) | D |
|-----------------------------------|------------|---|---------|---|-------------------|-------------|---|

| | | | | | | | |
|-----------------------------------|------------|---|--------|---|-----------------------|-------------|---|
| Common Stock, \$1 par value | 12/12/2013 | S | 50,578 | D | \$ 129.0484 (3) | 141,290 (1) | D |
|-----------------------------------|------------|---|--------|---|-----------------------|-------------|---|

| | | | | | | | |
|-----------------------------------|------------|---|--------|---|-----------------------|------------|---|
| Common Stock, \$1 par value | 12/12/2013 | S | 45,150 | D | \$ 130.0074 (4) | 96,140 (1) | D |
|-----------------------------------|------------|---|--------|---|-----------------------|------------|---|

| | | | | | | | | |
|-----------------------------------|--|--|--|--|--|-----------|---|----------------------|
| Common Stock, \$1 par value | | | | | | 8,677.645 | I | By 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (Right to Buy) | \$ 35.63 | 12/12/2013 | | M | 120,000 | (5) 01/17/2016 | Common Stock, \$1 par value. 120,000 |
| Option (Right to Buy) | \$ 38.98 | 12/12/2013 | | M | 200,000 | (6) 03/27/2016 | Common Stock, \$1 par value. 200,000 |
| Option (Right to Buy) | \$ 58.57 | 12/12/2013 | | M | 70,000 | (7) 04/12/2017 | Common Stock, \$1 par value. 70,000 |
| Option (Right to Buy) | \$ 36.45 | 12/12/2013 | | M | 110,000 | (8) 04/09/2018 | Common Stock, \$1 par value. 110,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHIRICO EMANUEL C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016 | X | | Chairman & CEO | |

Signatures

Emanuel
Chirico

12/13/2013

**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 76,446 shares of Common Stock subject to awards of restricted stock units.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.00 to \$128.995, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.00 to \$129.32, 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.00 to \$130.125, 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) Options to acquire 30,000 shares became exercisable on each of 1/17/07, 1/17/08, 1/17/09 and 1/17/10.

(6) Options to acquire 50,000 shares became exercisable on each of 3/27/07, 3/27/08, 3/27/09 and 3/27/10.

(7) Options to acquire 50,000 shares became exercisable on each of 4/12/08, 4/12/09, 4/12/10 and 4/12/11.

(8) Options to acquire 27,500 shares became exercisable on each of 4/9/09, 4/9/10, 4/9/11 and 4/9/12.

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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