DUANE FRANCIS K

Form 4

August 29, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DUANE FRANCIS K			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)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O 200 MADISON			08/25/2017	_X_ Officer (give title Other (specify			
AVENUE, 1	8TH FLOOR			below) below) CEO, Wholesale Apparel			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
NEW YORK, NY 10016				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit orDisposed (Instr. 3, 4	of (D)		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	08/25/2017		M	12,300	,	\$ 91.88	29,812 (1)	D		
Common Stock, \$1 par value	08/25/2017		M	7,600	D	\$ 107.47	37,412 <u>(1)</u>	D		
Common Stock, \$1 par value	08/25/2017		M	4,100	D	\$ 99.39	41,512 <u>(1)</u>	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 par value	08/25/2017	S	5,300	D	\$ 127.4811 (3)	22,812 (1)	D	
Common Stock, \$1 par value	08/25/2017	S	5,300	D	\$ 128.2407 (4)	17,512 (1)	D	
Common Stock, \$1 par value						1,722.6025	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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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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	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) (4)	\$ 91.88	08/25/2017		M		12,300	<u>(5)</u>	04/05/2022	Common Stock, \$1 par value.	12,300
Option (Right to Buy) (4)	\$ 107.47	08/25/2017		M		7,600	<u>(6)</u>	04/02/2025	Common Stock, \$1 par value.	7,600
Option (Right to Buy) (4)	\$ 99.39	08/25/2017		M		4,100	<u>(7)</u>	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

Reporting Owners 2

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

Signatures

Francis K. Duane 08/29/2017

**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 \$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 \$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 \$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 exerciseable 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 exerciseable 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 exerciseable 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. 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.

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