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ONNINK LUDOVICUS RUDOLPH

Form 4 April 09, 2012

FORM 4

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

OMB Number:

3235-0287 January 31, Expires: 2005

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

par value

(Print or Type Responses)

1. Name and AONNINK L	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer						
	PVH CORP. /DE/ [PVH]						(Check all applicable)						
(Last)	(First) (Middle)	3. Date of Earliest Transaction					(Check an applicable)					
C/O TOMM INC., 601 W	(Month/Day/Year) 04/05/2012						below)	give title below) O of Tommy H					
	(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10001								Form filed by Person	by More than On	e Reporting		
(City)	(State)	(Zip)	Tabl	e I - Noi	ı-D	erivative	Secui	rities A	cquired, Dispose	d of, or Benefi	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transac Code (Instr. 8		4. Securit nAcquired Disposed (Instr. 3,	(A) o of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Stock, \$1 par value	04/05/2012			A		2,136 (1)	A	\$ 0 (1)	8,764 (2)	D			
Common Stock, \$1									200,181 (3)	I	By Elmira 5 B.V. (formerly		

(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

known as

B.V.)

Cinquecento

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SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)	5. Number proof 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) (5)	\$ 91.88	04/05/2012		A	5,400	<u>(6)</u>	04/05/2022	Common Stock, \$1 par value	5,400

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ONNINK LUDOVICUS RUDOLPH C/O TOMMY HILFIGER U.S.A., INC. 601 WEST 26TH STREET NEW YORK, NY 10001

COO of Tommy Hilfiger

Signatures

Ludovicus Rudolph Onnink 04/09/2012

**Signature of Reporting 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).
- Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's Common Stock. The units vest 25% (534 shares) on the second anniversary of grant, 25% (534 shares) on the third anniversary of grant and 50% (1,068 shares) on the fourth anniversary of grant. Vested shares will are delivered as soon as practicable after they vest.
- (2) Represents shares of Common Stock subject to awards of restricted stock units.

(3)

Reporting Owners 2

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Mr. Onnink indirectly beneficially owns these shares of Common Stock by virtue of interests Mr. Onnink holds in Elmira 5 B.V. The aggregate number of shares of Common Stock beneficially owned by Elmira 5 B.V. is 1,375,396 shares.

- 200,181 of these shares are held in escrow. 82,427 of such shares will be released on May 6, 2012 and 82,428 on May 6, 2013.
 (4) The remaining 35,326 of such shares will be released on May 6, 2012, subject to forfeiture if certain vesting conditions are not met. Earlier release of shares from escrow may occur under certain circumstances.
- (5) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (6) Options to acquire 1,350 shares become exercisable on each of 4/5/2013, 4/5/2014, 4/5/2015 and 4/5/2016.

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.