

ONNINK LUDOVICUS RUDOLPH
Form 4
April 09, 2012

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 *
ONNINK LUDOVICUS RUDOLPH

(Last) (First) (Middle)

C/O TOMMY HILFIGER U.S.A.,
INC., 601 WEST 26TH STREET

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2012

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)

COO of Tommy Hilfiger

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 Ownership Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock, \$1 par value	04/05/2012		A		2,136 (1)	A	\$ 0 (1)	8,764 (2)	D	
Common Stock, \$1 par value							200,181 (3)	(4)	I	By Elmira 5 B.V. (formerly known as Cinquecento B.V.)

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

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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.

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