

PVH CORP. /DE/
Form 4
April 04, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRIEDER DANIEL

(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)
04/01/2017

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 below) ___ Other (specify below)
CEO Tommy Hilfiger &PVH Europe

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$1 par value | 04/01/2017 | | F | | 916 ⁽¹⁾ | D | \$ 103.47 |
| | | | | | 23,567 ⁽²⁾ | D | |
| Common Stock, \$1 par value | 04/02/2017 | | F | | 606 ⁽³⁾ | D | \$ 103.47 |
| | | | | | 22,961 ⁽⁴⁾ | D | |
| Common Stock, \$1 par value | 04/03/2017 | | F | | 419 ⁽⁵⁾ | D | \$ 103.18 |
| | | | | | 22,542 ⁽⁶⁾ | D | |
| Common Stock, \$1 | 04/03/2017 | | M | | 6,800 | A | \$ 67.03 |
| | | | | | 29,342 ⁽⁶⁾ | D | |

par value

Common
Stock, \$1 04/03/2017 M 4,450 A \$ 91.88 33,792 ⁽⁶⁾ D
par value

Common
Stock, \$1 04/03/2017 S 18,701 D \$ 103.4264 15,091 ⁽⁶⁾ D
par value ⁽⁷⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) ⁽⁸⁾ | \$ 67.03 | 04/03/2017 | | M | 6,800 | ⁽⁹⁾ 07/01/2021 | Common Stock, \$1 par value. | 6,800 |
| Option (Right to Buy) ⁽⁸⁾ | \$ 91.88 | 04/03/2017 | | M | 4,450 | ⁽¹⁰⁾ 04/05/2022 | Common Stock, \$1 par value. | 4,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIEDER DANIEL C/O TOMMY HILFIGER U.S.A, INC. 601 WEST 26TH STREET NEW YORK, NY 10001 | | | CEO Tommy Hilfiger &PVH Europe | |

Signatures

Daniel Grieder

04/04/2017

**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) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,761 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.
- (2) Includes 15,271 shares of Common Stock subject to awards of restricted stock units.
- (3) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,164 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.
- (4) Includes 14,107 shares of Common Stock subject to awards of restricted stock units.
- (5) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 804 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.
- (6) Includes 13,303 shares of Common Stock subject to awards of restricted stock units.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.39 to \$103.47, 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.
- (8) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (9) This was part of a grant of 13,600 options, 3,400 of which became exercisable on each of 7/1/12, 7/1/13, 7/1/14 and 7/1/15.
- (10) This was part of a grant of 8,900 options, 2,225 of which became exercisable on each of 4/5/13, 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. 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.