

SHIFFMAN STEVEN B
Form 4
January 18, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
SHIFFMAN STEVEN B

(Last) (First) (Middle)
C/O CALVIN KLEIN, INC., 205 WEST 39TH STREET
(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2018

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)
President & CEO, Calvin Klein

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	01/16/2018		M	3,100 ⁽¹⁾ A \$ 26.11	20,419 ⁽²⁾	D	
Common Stock, \$1 par value	01/16/2018		S	3,100 ⁽¹⁾ D \$ 143.76	17,316 ⁽²⁾	D	
Common Stock, \$1 par value					1,947.696	I	By 401(k) Plan

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 (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)	\$ 26.11	01/16/2018		M	3,100	⁽³⁾ 04/16/2019	Common Stock, \$1 par value.	3,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIFFMAN STEVEN B C/O CALVIN KLEIN, INC. 205 WEST 39TH STREET NEW YORK, NY 10018			President & CEO, Calvin Klein	

Signatures

Steven B. Shiffman 01/18/2018

**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) In accordance with a domestic relations order, the reporting person transferred to his ex-wife the beneficial ownership of the number of shares of Common Stock subject to stock option awards granted on the dates shown: 3,100 granted on 4/16/09; 1,750 granted on 4/6/10; 1,600 granted on 4/7/11; 1,550 granted on 4/5/12; 1,650 granted on 5/1/13; 1,550 granted on 4/3/14; 1,600 granted on 7/1/14; and 3,500 granted on 4/2/15. The reporting person is deemed to hold these options for the benefit of his ex-wife and can exercise these options solely upon the direction of his ex-wife. The reporting person disclaims beneficial ownership of these options and the underlying shares. The shares reported in Column 4 of Table I were shares delivered to the reporting person pursuant to the exercise of stock options granted on 4/16/09. These options were exercised and the shares were sold at the direction of the reporting person's ex-wife. The reporting person

Edgar Filing: SHIFFMAN STEVEN B - Form 4

had no pecuniary interest in these shares.

(2) Includes 15,267 shares of Common Stock subject to awards of restricted stock units, of which rights to 1,575 of the shares have been transferred to the reporting person's ex-wife pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of the 1,575 transferred shares.

(3) Options to acquire 775 shares became exercisable on each of 4/16/10, 4/16/11, 4/16/12 and 4/16/13.

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.