

PVH CORP. /DE/

Form 4

April 05, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHIRICO EMANUEL**

(Last) (First) (Middle)

**C/O PVH CORP., 200 MADISON  
AVENUE**

(Street)

**NEW YORK, NY 10016**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/01/2016**

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)

Chairman &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock, \$1<br>par value     | 04/01/2016                              |   | A                                    | 18,616<br>(1)   | A \$ 0 130,092 (2)   | D  |   |
| Common<br>Stock, \$1<br>par value     | 04/02/2016                              |   | A                                    | 20,932<br>(3)   | A \$ 0 151,024 (2)   | D  |   |
| Common<br>Stock, \$1<br>par value     | 04/02/2016                              |   | F                                    | 10,795<br>(4)   | D \$ 99.39 140,229 (2)   | D  |   |
| Common<br>Stock, \$1                  | 04/03/2016                              |   | F                                    | 1,580<br>(5)  | D \$ 99.39 138,649 (6)   | D  |   |

par value

Common  
Stock, \$1  
par value

9,156.0808 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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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Option<br>(Right to<br>Buy) <sup>(7)</sup>          | \$ 99.39   | 04/01/2016                              |   | A                                    | 69,900   | <sup>(8)</sup> 04/01/2026                                      | Common<br>Stock, \$1<br>par value                                   | 69,900                                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| CHIRICO EMANUEL<br>C/O PVH CORP.<br>200 MADISON AVENUE<br>NEW YORK, NY 10016 | X             |           | Chairman & CEO |       |

## Signatures

Emanuel  
Chirico 04/05/2016

<sup>\*\*</sup>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).

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Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's

- (1) Common Stock. The units vest 25% (4,654 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
- (2) Includes 61,176 shares of Common Stock subject to awards of restricted stock units.
- (3) Represents shares received upon settlement of a performance share award.
- (4) Represents shares withheld to satisfy the Reporting Person's tax obligations with the settlement of the performance share award described in Note (3) above.
- (5) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 3,062 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (6) Includes 58,114 shares of Common Stock subject to awards of restricted stock units.
- (7) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (8) Options to acquire 17,475 shares become exercisable on each of 4/1/2017, 4/1/2018, 4/1/2019 and 4/1/2020.

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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