SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CHIRICO EMANUEL (Last) (First) (Middle) C/O PVH CORP. 200 MADISON AVENUE (Street) NEW YORK NY 10016 (City) (State) (Zip)	PVH CORP. /DE/ [PVH] 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2013 4. If Amendment, Date of Original Filed (Month/Day/Year)	X Director; 10% Owner X Officer (give title below); Other (specify below) Chairman & CEO 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	05/01/2013		A		13,256(1)	A	$0(1)	192,180(2)	D	
Common Stock, $1 par value								8,665.879	I	By 401(k) plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)(3)	$115.05	05/01/2013		A		50,000		(4)	05/01/2023	Common Stock, $1 par value	50,000	$0	50,000	D	

Explanation of Responses:

1. 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% (3,314 shares) on the second anniversary of grant, 25% (3,314 shares) on the third anniversary of grant and 50% (6,628 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.

2. Includes 117,112 shares of Common Stock subject to awards of restricted stock units.

3. All options exercisable for shares of Issuer's Common Stock, $1 par value.

4. Options to acquire 12,500 shares become exercisable on each of 5/1/2014, 5/1/2015, 5/1/2016 and 5/1/2017.

Remarks:

Emanuel Chirico — ** Signature of Reporting Person

05/03/2013 — Date

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

* 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).

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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