SEC Form 4

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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

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

OMB APPROVAL										
OMB Number:	3235-0287									
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	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 04/07/2017 ISON AVENUE 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)								
	1 0	on [*]							
CHIRICO EMANUEL				X	Director	10% Owner			
				x					
(Last)	(First)	(Middle)			,	,			
C/O PVH CORE	2.		04/07/2017		EO				
200 MADISON	AVENUE								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		idual or Joint/Group Filing (Check Applicable			
NEW YORK	NY	10016		X	Form filed by One Report	ing Person			
					Form filed by More than C Person	One Reporting			
(Citv)	(State)	(Zin)							

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. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, \$1 par value	04/07/2017		A		18,156 ⁽¹⁾	A	\$0	146,098(2)	D	
Common Stock, \$1 par value	04/07/2017		F		3,419 ⁽³⁾	D	\$101.9	142,679 ⁽⁴⁾	D	
Common Stock, \$1 par value								9,342.966	I	By 401(k) plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		of		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) ⁽⁵⁾	\$101.9	04/07/2017		A		68,100		(6)	04/07/2027	Common Stock, \$1 par value	68,100	\$0	68,100	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% (4,539 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.

2. Includes 55,514 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 6,628 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.

4. Includes 48,886 shares of Common Stock subject to awards of restricted stock units.

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

6. Options to acquire 17,025 shares become exercisable on each of 4/7/2018, 4/7/2019, 4/7/2020 and 4/7/2021.

Remarks:

Emanuel Chirico

04/10/2017 Date

** Signature of Reporting Person

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.

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 Number.