

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GEHRING FRED</u>  (Last) (First) (Middle) 601 WEST 26TH STREET C/O TOMMY HILFIGER U.S.A., INC.  (Street) NEW YORK NY 10001  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PVH CORP. /DE/ [ PVH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO of Tommy Hilfiger
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	11/01/2011		s <sup>(1)</sup>		24,896	D	\$72.3917 <sup>(2)</sup>	1,059,695 <sup>(3)</sup>	I	By Elmira 5 B.V.
Common Stock, \$1 par value	11/01/2011		s <sup>(1)</sup>		3,993	D	\$73.1524 <sup>(4)</sup>	1,055,702 <sup>(3)</sup>	I	By Elmira 5 B.V.
Common Stock, \$1 par value								60,562 <sup>(5)</sup>	I	By Tommy Hilfiger Holding S.a.r.l.
Common Stock, \$1 par value								21,428 <sup>(6)</sup>	D	

**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					

**Explanation of Responses:**

- This sale was effected pursuant to a Rule 105b-1 trading plan adopted by Elmira 5 B.V. on April 5, 2011.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.00 to \$72.99, 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.
- 993,346 of these shares are held in escrow. 409,024 of such shares will be released on each of May 6, 2012 and May 6, 2013. The remaining 175,298 of such shares will be released on May 6, 2012, subject to forfeiture if certain vesting conditions are not met. Earlier release of shares from escrow may occur under certain circumstances.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.00 to \$73.32, 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.
- Represents shares of Common Stock beneficially owned by Tommy Hilfiger Holding S.a.r.l. ("THH") that Stichting Pakera (a holder of interests in THH) would be entitled to receive when and if shares of Common Stock beneficially owned by THH are distributed to Stichting Pakera. Stichting Pakera is a foundation, the beneficiaries of which are certain friends and family of Mr. Gehring, and Mr. Gehring has the right to vote the shares of Common Stock owned by Stichting Pakera. Mr. Gehring disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Represents shares of Common Stock subject to awards of restricted stock units.

**Remarks:**

/s/ Fred Gering 11/02/2011  
 \*\* Signature of Reporting Person 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.

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.

