SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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

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)
SHIFFMAN STEVEN B (Last) (First) (Middle) C/O CALVIN KLEIN, INC. 205 WEST 39TH STREET (Street) NEW YORK NY 10018 (City) (State) (Zip)	PVH CORP. /DE/ [PVH] 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director / 10% Owner X Officer (give title below) / Other (specify below) President & CEO, Calvin Klein 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	04/01/2019		F		1,072[1]	D	$125.03	16,141[2]	D	
Common Stock, $1 par value	04/02/2019		F		743[3]	D	$124.2	15,398[4][5]	D	
Common Stock, $1 par value								1,951.2877	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				

Explanation of Responses:

1. Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 2,013 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.

2. Includes 9,647 shares of Common Stock subject to awards of restricted stock units, of which rights to 698 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 698 transferred shares.

3. Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,396 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.

4. Includes 327 shares of which the reporting person has transferred the pecuniary interest in to his ex-wife pursuant to a domestic relations order. The reporting person discloses beneficial ownership of these 327 shares.

5. Includes 8,251 shares of Common Stock subject to awards of restricted stock units.

Remarks:

Steven B. Shiffman 04/03/2019

** 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.