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

Estimated average burden hours per response: 0.5

1. Name and Addre SHIFFMAN	ss of Reporting Perso	on*	2. Issuer Name and Ticker or Trading Symbol <u>PVH CORP. /DE/</u> [PVH]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner	
,				x	Officer (give title	Other (specify	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)	
C/O CALVIN K	LEIN, INC.		04/06/2018		President & CEO,	Calvin Klein	
			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing (Check Applicable		
,				Line)	Form filed by One Rep	oortina Person	
NEW YORK	NY	10018			Form filed by More that		
					Person		
(City)	(State)	(Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	xr) 2A. Deemed 3. Execution Date, if any (Month/Day/Year) 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Control of (A) (Instr. 3, 4 and Control of (A) (A) (Instr. 3, 4 and Control of (A) (Instr. 4, 4 an			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	04/06/2018		A		3,832(1)	Α	\$ <mark>0</mark>	21,499 ⁽²⁾⁽³⁾	D	
Common Stock, \$1 par value	04/07/2018		F		784(4)	D	\$156.73	20,715 ⁽³⁾⁽⁵⁾	D	
Common Stock, \$1 par value								1,948.2346	I	By 401(k) Plan

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

			(3,					, i ,			,				
1. Title of Derivativ Security (Instr. 3)	e Conversion Date Execution Date, or Exercise (Month/Day/Year) if any		Execution Date, if any	4. Transaction Code (Instr. 8) Code (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ive ies ed ed nstr.	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)	\$156.73	04/06/2018		A		12,000		(6)	04/06/2028	Common Stock, \$1 par value	12,000	\$0	12,000	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% (958 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.

2. Includes 16,015 shares of Common Stock subject to awards of restricted stock units, of which rights to 924 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 924 transferred shares.

3. Includes 402 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 403 shares

4. Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,473 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.

5. Includes 14,542 shares of Common Stock subject to awards of restricted stock units, of which rights to 924 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 924 transferred shares.

6. Options to acquire 3,000 shares become exercisable on each of 4/6/2019, 4/6/2020, 4/6/2021 and 4/6/2022.

Remarks:

Steven B. Shiffman

** Signature of Reporting Person

04/10/2018 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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