SEC Form 4

FORM 4

UNITED STATES SECURITIES	AND EXCHANGE COMMISSIO
	D 0 00510

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 Address of Reporting Person			2. Issuer Name and Ticker or Trading Symbol <u>PVH CORP. /DE/</u> [PVH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
CHIRICO EMANUEL				X Director 10% Owner					
				X Officer (give title Other (specify					
(Last)	ast) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	Delow) Delow)					
C/O PVH CORP.			12/04/2020	Chairman & CEO					
200 MADIS	SON AVENUE								
———			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)				Line)					
NEW YOR	K NY	10016		X Form filed by One Reporting Person					
				Form filed by More than One Reporting 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)	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	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock, \$1 par value	12/04/2020		S		13,017	D	\$88.2169(1)	447,252 ⁽²⁾	D		
Common Stock, \$1 par value	12/04/2020		S		22,943	D	\$89.1039(3)	424,309(2)	D		
Common Stock, \$1 par value	12/04/2020		S		145,957	D	\$ 90.1966 ⁽⁴⁾	278,352 ⁽²⁾	D		
Common Stock, \$1 par value	12/04/2020		S		180,914	D	\$ 90.929 ⁽⁵⁾	97,438 ⁽²⁾	D		
Common Stock, \$1 par value	12/04/2020		S		15,791	D	\$91.655(6)	81,647 ⁽²⁾	D		
Common Stock, \$1 par value								9,649.6814	Ι	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. Transa Code (8)		of E		6. Date Exerc Expiration Da (Month/Day/Y	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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.59 to \$88.57 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.

2. Includes 81,647 shares of Common Stock subject to awards of restricted stock units.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.59 to \$89.58 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.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.59 to \$90.585 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.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.59 to \$91.585 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.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.59 to \$91.74 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.

Remarks:

Emanuel Chirico

12/07/2020

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.