SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## 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) |
|---|---|---|
| FISCHER MARK D | PVH CORP. /DE/ [ PVH ] | Director     10% Owner<br>X   Officer (give title below)    Other (specify below)<br>SVP, General Counsel & Sec. |
| (Last)   (First)   (Middle)<br>C/O PVH CORP.<br>200 MADISON AVENUE | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/05/2012 | |
| (Street)<br>NEW YORK   NY   10016 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X   Form filed by One Reporting Person<br>   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 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 | 12/05/2012 | | M | | 5,000 | A | $12.34 | 12,241[(1)] | D | |
| Common Stock, $1 par value | 12/05/2012 | | S | | 5,820 | D | $112.7351[(2)] | 6,421[(1)] | D | |
| Common Stock, $1 par value | | | | | | | | 628.365 | 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 | | | | |
| Option (Right to Buy)[(3)] | $12.34 | 12/05/2012 | | M | | | 5,000 | [(4)] | 04/02/2013 | Common Stock, $1 par value. | 5,000 | $0 | 0 | D | |

**Explanation of Responses:**

1. Includes 4,887 shares of Common Stock subject to awards of restricted stock units.

2. This price is a weighted average price. The sales occurred at prices from $112.35 to $113.15. The reporting person will provide to the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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

4. This was part of a grant of 10,000 options, 2,500 of which became exercisable on each of 4/2/04, 4/2/05, 4/2/06 and 4/2/07.

**Remarks:**

| Mark D. Fischer | 12/07/2012 |
|---|---|
| ** 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.**