

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person * <u>Shaffer Michael A</u>  (Last) (First) (Middle) <u>C/O PVH CORP.</u> <u>200 MADISON AVENUE</u>  (Street) <u>NEW YORK NY 10016</u>  (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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, COO and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/07/2017</u>	
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	04/07/2017		A		7,364 <sup>(1)</sup>	A	\$0	36,794 <sup>(2)</sup>	D	
Common Stock, \$1 par value	04/07/2017		F		724 <sup>(3)</sup>	D	\$101.9	36,070 <sup>(4)</sup>	D	
Common Stock, \$1 par value								6,704.0704	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					
Option (Right to Buy) <sup>(5)</sup>	\$101.9	04/07/2017		A		18,500		(6)	04/07/2027	Common Stock, \$1 par value	\$0	18,500	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% (1,841 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
2. Includes 26,454 shares of Common Stock subject to awards of restricted stock units.
3. Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,956 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
4. Includes 24,498 shares of Common Stock subject to awards of restricted stock units.
5. All options exercisable for shares of Issuer's Common Stock, \$1 par value.
6. Options to acquire 4,625 shares become exercisable on each of 4/7/2018, 4/7/2019, 4/7/2020 and 4/7/2021.

**Remarks:**

Michael A. Shaffer

04/10/2017

\*\* 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.