SEC Form 4

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

OMB APPROVAL

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			of Section 30(II) of the Investment Company Act of 1340			
		erson*	2. Issuer Name and Ticker or Trading Symbol <u>PVH CORP. /DE/</u> [PVH]	(Check	ationship of Reporting Po k all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) C/O PVH CORP. 285 MADISON AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/05/2022		below) EVP, General Cou	below)
(Street) NEW YORK (City)	NY (State)	10017 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting 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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Common Stock, \$1 par value	04/05/2022		F		472(1)	D	\$73.6	29,738(2)	D				
Common Stock, \$1 par value	04/05/2022		F		581(3)	D	\$73.6	29,157 ⁽⁴⁾	D				
Common Stock, \$1 par value	04/05/2022	ĺ	F		581 ⁽⁵⁾	D	\$73.6	28,576 ⁽⁶⁾	D				
Common Stock, \$1 par value	04/06/2022	ĺ	A		6,996 ⁽⁷⁾	A	\$ <mark>0</mark>	35,572 ⁽⁸⁾	D				
Common Stock, \$1 par value	04/06/2022		F		310 ⁽⁹⁾	D	\$71.51	35,262(10)	D				
Common Stock, \$1 par value								705.0592	Ι	By 401(k) Plan			

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

			(* 5 / 1*	,	,		,					,		
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 Deriv Secu Acqu (A) o Dispe	Expiration Date (Month/Day/Year) urities uired or oosed D) C) tr, 3, 4				8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (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 983 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted

2. Includes 17,649 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 1,199 restricted stock units. These restricted stock units were part of the award that vests 25% on each anniversary of grant. The restricted stock units were reported as directly owned shares at the time they were granted.

4. Includes 16,450 shares of Common Stock subject to awards of restricted stock units.

5. Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,199 restricted stock units. These restricted stock units were part of the award that vests 25% on the first and second anniversary of grant and 50% on the third anniversary of grant. The restricted stock units were reported as directly owned shares at the time they were granted.

6. Includes 15,251 shares of Common Stock subject to awards of restricted stock units.

7. 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% (1,749 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.

8. Includes 22.247 shares of Common Stock subject to awards of restricted stock units.

9. Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 639 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.

10. Includes 21,608 shares of Common Stock subject to awards of restricted stock units.

Remarks:

/s/ Mark D. Fischer

04/07/2022

** 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.