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										
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<u> </u>
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Addres <u>RODRIGUEZ</u>	1 0	1	2. Issuer Name and Ticker or Trading Symbol <u>PVH CORP. /DE/</u> [PVH]		ionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner
(Last) 3075 ORDWAY	(First) STREET, NW	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2014		Officer (give title below)	Other (specify below)
(Street) WASHINGTON	DC	20008	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	dual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person	ting Person
(City)	(State)	(Zip)			1 010011	

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Securities Beneficially	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock, \$1 par value	12/19/2014		М		10,000	Α	\$34.88	31,626 ⁽¹⁾	D	
Common Stock, \$1 par value	12/19/2014		S		9,600	D	\$123.5194 ⁽²⁾	21,026 ⁽¹⁾	D	
Common Stock, \$1 par value	12/19/2014		S		400	D	\$124.9132 ⁽³⁾	20,626 ⁽¹⁾	D	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		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	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security					(A) or Disposed of (D) (Instr. 3, 4 and 5)							Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy) ⁽⁴⁾	\$34.88	12/19/2014		М			10,000	(5)	06/13/2016	Common Stock, \$1 par value.	10,000	\$0	0	D	

Explanation of Responses:

1. Includes 1,164 shares of Common Stock subject to awards of restricted stock units.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.50 to \$123.64, 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.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.88 to \$124.94, 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. All options exercisable for shares of Issuer's Common Stock, \$1 par value.

5. 2,500 options became exercisable on each of 6/13/07, 6/13/08, 6/13/09 and 6/13/10.

Remarks:

Rita Rodriguez

** Signature of Reporting Person

12/19/2014

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.