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 |
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| 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 | | | | | | | | | |
|-----------------------|-----------|--|--|--|--|--|--|--|--|
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| hours per response. | 0.5 | | | | | | | | |

| | | on* | 2. Issuer Name and Ticker or Trading Symbol PVH CORP. /DE/ [PVH] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|---------|-------|---|--|----------------------------|-----------------------|--|--|--|
| | | | | X | Director | 10% Owner | | | |
| (Last) (First) (Middle) 8 LAWRENCE FARMS CROSSWAY | | , | 3. Date of Earliest Transaction (Month/Day/Year) 01/25/2012 | | Officer (give title below) | Other (specify below) | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) CHAPPAQUA | NY | 10514 | | Line) | Form filed by One Repor | 0 | | | |
| (City) | (State) | (Zip) | | | 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) | Transaction Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|-------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock, \$1 par value | 01/25/2012 | | М | | 4,000 | A | \$14.14 | 28,376 ⁽²⁾ | D | |
| Common Stock, \$1 par value | 01/25/2012 | | S | | 4,000 | D | \$76.942(1) | 24 , 376 ⁽²⁾ | 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 Security | 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 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 | 4 | | | |
| Option (Right to Buy) | \$14.14 | 01/25/2012 | | М | | | 4,000 | (3) | 06/11/2012 | Common Stock, \$1 par value. | 4,000 | \$0 | 0 | D | |

Explanation of Responses:

1. This price is a weighted average price. The sales occurred at prices from \$76.90 to \$77.02. 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.

2. Includes 11,087 shares of Common Stock subject to awards of restricted stock units.

3. This was part of a grant of 8,000 options, of which 2,000 options vested on each of 6/11/03, 6/11/04, 6/11/05 and 6/11/06.

Remarks:

<u>Bruce Maggin</u>

** Signature of Reporting Person Date

01/26/2012

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.