SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
Filed pursuant to Section To(a) of the Securities Exchange Act of 1954
or Section 30(b) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] HOLMES JAMES			2. Issuer Name and Ticker or Trading Symbol <u>PVH CORP. /DE/</u> [PVH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) C/O PVH COF	(First) (Middle) P.		3. Date of Earliest Transaction (Month/Day/Year) 04/06/2023	X Officer (give title Other (specify below) below) EVP & Controller					
285 MADISON AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) NEW YORK	NY	10017		X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication	cation					
			Check this box to indicate that a transaction was made pursuant satisfy the affirmative defense conditions of Rule 10b5-1(c). See						

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 Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	04/06/2023		A		4,180 ⁽¹⁾	Α	\$ <mark>0</mark>	18,126 ⁽²⁾	D	
Common Stock, \$1 par value	04/06/2023		F		608(3)	D	\$83.8	17,518(4)	D	
								439.4916	Ι	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. Transa Code (8)		n of		6. Date Exerc Expiration Da (Month/Day/N	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				

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% (1,045 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.

2. Includes 16,634 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 1,224 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.

4. Includes 15,410 shares of Common Stock subject to awards of restricted stock units.

Remarks:

/s/James Holmes

** Signature of Reporting Person

mes 04/07/2023 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.