

MURRY PAUL THOMAS
Form 4
April 11, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MURRY PAUL THOMAS

2. Issuer Name and Ticker or Trading Symbol
PVH CORP. /DE/ [PVH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CALVIN KLEIN, INC., 205 WEST 39TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO, Calvin Klein

(Street)
NEW YORK, NY 10018

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting 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) | 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 | 04/09/2012 | | F | | 979 ⁽¹⁾ D \$ 91.88 | 20,361 ⁽²⁾ | D |
| Common Stock, \$1 par value | 04/09/2012 | | M | | 4,500 A \$ 36.45 | 24,861 ⁽²⁾ | D |
| Common Stock, \$1 par value | 04/09/2012 | | M | | 2,199 A \$ 60.08 | 27,060 ⁽²⁾ | D |
| Common Stock, \$1 | 04/09/2012 | | S | | 9,753 D \$ 91.0028 | 17,307 ⁽²⁾ | D |

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| | | | | | | | | |
|-----------------------------|------------|--|---|-------|---|------------|-------------------|---|
| par vlaue | | | | | | <u>(3)</u> | | |
| Common Stock, \$1 par value | 04/10/2012 | | M | 5,551 | A | \$ 60.08 | 22,858 <u>(2)</u> | D |
| Common Stock, \$1 par value | 04/10/2012 | | M | 3,475 | A | \$ 64.97 | 26,333 <u>(2)</u> | D |
| Common Stock, \$1 par vlaue | 04/10/2012 | | S | 9,578 | D | \$ 90 | 16,755 <u>(2)</u> | D |
| Common Stock, \$1 par vlaue | 04/11/2012 | | S | 1,146 | D | \$ 88.7 | 15,609 <u>(2)</u> | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) <u>(4)</u> | \$ 36.45 | 04/09/2012 | | M | 4,500 | <u>(5)</u> 04/09/2018 | Common Stock, \$1 par value | 4,500 |
| Option (Right to Buy) <u>(4)</u> | \$ 60.08 | 04/09/2012 | | M | 2,199 | <u>(6)</u> 04/06/2020 | Common Stock, \$1 par value | 2,199 |
| Option (Right to Buy) <u>(4)</u> | \$ 60.08 | 04/10/2012 | | M | 5,551 | <u>(6)</u> 04/06/2020 | Common Stock, \$1 par value | 5,551 |
| Option (Right to | \$ 64.97 | 04/10/2012 | | M | 3,475 | <u>(7)</u> 04/07/2021 | Common Stock, \$1 | 5,551 |

Buy) (4)

par value

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURRY PAUL THOMAS C/O CALVIN KLEIN, INC. 205 WEST 39TH STREET NEW YORK, NY 10018 | | | President & CEO, Calvin Klein | |

Signatures

| | |
|------------------------------------|------------|
| Paul Thomas | 04/11/2012 |
| Murry | |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 2,125 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (2) Includes 15,589 shares of Common Stock subject to awards of restricted stock units.
- (3) This price is a weighted average price. The sales occurred at prices from \$91.00 to \$91.03. 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.
- (4) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (5) This was part of a grant of 18,000 options. Options to acquire 4,500 shares became exercisable on each of 4/9/09, 4/9/10, 4/9/11 and 4/9/12.
- (6) This was part of a grant of 15,500 options. Options to acquire 3,875 shares became exercisable on 4/6/11 and 4/6/12 and options to acquire a further 3,875 shares become exercisable on each of 4/6/13 and 4/6/14.
- (7) This was part of a grant of 13,900. Options to acquire 3,475 shares became exercisable on 4/7/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.