

Shaffer Michael A
Form 4
April 04, 2013

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shaffer Michael A

(Last) (First) (Middle)

C/O PVH CORP., 200 MADISON
AVENUE

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

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

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

04/02/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Executive VP, CFO & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, \$1 par value	04/02/2013		A	4,193 (1)	A \$ 0 (1) 39,538 (2)	D	
Common Stock, \$1 par value	04/02/2013		F	2,163 (3)	D \$ 105.94 37,375 (2)	D	
Common Stock, \$1 par value	04/02/2013		M	9,650 A	\$ 60.08 47,025 (2)	D	
Common Stock, \$1	04/02/2013		M	8,500 A	\$ 26.11 55,525 (2)	D	

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par value

Common

Stock, \$1	04/02/2013		M	8,250	A	\$ 36.45	63,775 ⁽²⁾	D
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par value

Common

Stock, \$1	04/02/2013		S	26,400	D	\$ 106.634	37,375 ⁽²⁾	D
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par value

Common

Stock, \$1							6,667.052	I	By 401(k)
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par value

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 60.08	04/02/2013		M		9,650		<u>(5)</u>	04/06/2020	Common Stock, \$1 par value.	9,650
Option (Right to Buy)	\$ 26.11	04/02/2013		M		8,500		<u>(6)</u>	04/16/2019	Common Stock, \$1 par value.	8,500
Option (Right to Buy)	\$ 36.45	04/02/2013		M		8,250		<u>(7)</u>	04/09/2018	Common Stock, \$1 par value.	0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Shaffer Michael A
C/O PVH CORP.
200 MADISON AVENUE
NEW YORK, NY 10016

Executive VP, CFO & COO

Signatures

Michael A.
Shaffer

04/03/2013

__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 received upon settlement of a performance share award.
- (2) Includes 19,415 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 settlement of the performance share award described in Note (1) above.
- (4) This price is a weighted average price. The sales occurred at prices from \$106.50 to \$106.85. 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.
- (5) This was part of a grant of 19,300 options, 4,825 of which became exercisable on each of 4/6/11, 4/6/12.
- (6) This was part of a grant of 34,000 options, 8,500 of which became exercisable on each of 4/16/10, 4/16/11 and 4/16/12.
- (7) This was part of a grant of 33,000 options, 8,250 of which became exercisable on each of 4/9/09, 4/9/10, 4/9/11 and 4/9/12.

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.