

PVH CORP. /DE/
Form 4
December 07, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUANE FRANCIS K

(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)
12/05/2012

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 below) ____ Other (specify
below) below)

CEO, Wholesale Apparel

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$1 par value	12/05/2012		M		24,000	A	\$ 58.6	58,462 <u>(1)</u>	D
Common Stock, \$1 par value	12/05/2012		M		9,750	A	\$ 36.45	68,212 <u>(1)</u>	D
Common Stock, \$1 par value	12/05/2012		M		10,000	A	\$ 26.11	78,212 <u>(1)</u>	D
Common Stock, \$1	12/05/2012		S		43,750	D	\$ 111.2797	34,462 <u>(1)</u>	D

par value	(2)		
Common			By
Stock, \$1	622.359	I	401(k)
par value			Plan

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.

SEC 1474
(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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option (Right to Buy) ⁽³⁾	\$ 58.6	12/05/2012		M	24,000	⁽⁴⁾ 04/05/2017	Common Stock, \$1 par value	24,000
Option (Right to Buy) ⁽³⁾	\$ 36.45	12/05/2012		M	9,750	⁽⁵⁾ 04/09/2018	Common Stock, \$1 par value	9,750
Option (Right to Buy) ⁽³⁾	\$ 26.11	12/05/2012		M	10,000	⁽⁶⁾ 04/16/2019	Common Stock, \$1 par value	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUANE FRANCIS K C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	CEO, Wholesale Apparel

Signatures

Francis K.
Duane

12/07/2012

 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) Includes 19,444 shares of Common Stock subject to awards of restricted stock units.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.02 to \$111.61, 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) All options exercisable for shares of Issuer's Common Stock, \$1 par value.

(4) Options to acquire 6,000 shares became exercisable on each of 4/5/08, 4/5/09, 4/5/10 and 4/5/11.

(5) This was part of a grant of 39,000 options. Options to acquire 9,750 shares became exercisable on each of 4/9/09, 4/9/10 and 4/9/11 and 4/9/12.

(6) This was part of a grant of 40,000 options. Options to acquire 10,000 shares became exercisable on each of 4/16/10, 4/16/11 and 4/16/12 and options to acquire a further 10,000 become exercisable on 4/16/13.

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.