

CHIRICO EMANUEL

Form 4

December 15, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHIRICO EMANUEL

(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)
12/13/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman & CEO

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)
Common Stock, \$1 par value	12/13/2017		M	156,000	A \$ 26.11	298,679 ⁽¹⁾	D
Common Stock, \$1 par value	12/13/2017		M	58,433	A \$ 28.46	357,112 ⁽¹⁾	D
Common Stock, \$1 par value	12/13/2017		S	82,688 ⁽²⁾	D \$ 133.4486 ⁽³⁾	274,444 ⁽¹⁾	D
Common Stock, \$1	12/13/2017		S	90,309	D \$	184,135 ⁽¹⁾	D
					132.7656		

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par value						<u>(4)</u>		
Common Stock, \$1 par value	12/13/2017	G	V	37,824	D	\$ 0 <u>(5)</u>	146,311 <u>(1)</u>	D
Common Stock, \$1 par value	12/14/2017	M		243,567	A	\$ 28.46	389,878 <u>(1)</u>	D
Common Stock, \$1 par value	12/14/2017	S		76,457	D	\$ 132.7575 <u>(6)</u>	313,421 <u>(1)</u>	D
Common Stock, \$1 par value	12/14/2017	S		72,619	D	\$ 131.9938 <u>(7)</u>	240,802 <u>(1)</u>	D
Common Stock, \$1 par value	12/14/2017	S		48,254	D	\$ 131.2145 <u>(8)</u>	192,548 <u>(1)</u>	D
Common Stock, \$1 par value							9,358.2814	I
								By 401(k) plan

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 26.11	12/13/2017		M		156,000		<u>(9)</u>	04/16/2019	Common Stock, \$1 par value.	156,000
Option (Right to Buy)	\$ 28.46	12/13/2017		M		58,433		<u>(10)</u>	06/25/2019	Common Stock, \$1 par value.	58,433
Option (Right to	\$ 28.46	12/14/2017		M		243,567		<u>(10)</u>	06/25/2019	Common Stock, \$1	243,567

Buy)

par value.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHIRICO EMANUEL C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	X		Chairman & CEO	

Signatures

Emanuel
Chirico

12/15/2017

__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 48,886 shares of Common Stock subject to awards of restricted stock units.
- (2) A portion of the proceeds from the sales reported on this form were sold to pay the exercise price and related taxes for the options set forth on Table II.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.12 to \$134.11, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.61 to \$133.11, 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.
- (5) Gift to charitable trust.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.40 to \$133.39, 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.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.41 to \$132.3901, 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.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.81 to \$131.40, 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.
- (9) Options to acquire 39,000 shares became exercisable on each of 4/16/10, 4/16/11, 4/16/12 and 4/16/13.
- (10) This was part of an option grant to acquire 302,000 shares. 37,750 shares became exercisable on each of 6/25/11 and 6/25/15, and an additional 75,500 shares became exercisable on each of 6/25/12, 6/25/13 and 6/25/14.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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