

Shaffer Michael A
Form 4
April 10, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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 PVH CORP., 200 MADISON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
04/06/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, COO and CFO

(Street)
NEW YORK, NY 10016

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 or Price | | |
| Common Stock, \$1 par value | 04/06/2018 | | A | | 5,108 ⁽¹⁾ | A | \$ 0 32,687 ⁽²⁾ D |
| Common Stock, \$1 par value | 04/07/2018 | | F | | 902 ⁽³⁾ | D | \$ 156.73 31,785 ⁽⁴⁾ D |
| Common Stock, \$1 par value | 04/09/2018 | | M | | 9,281 | A | \$ 115.05 41,066 ⁽⁴⁾ D |
| Common Stock, \$1 | 04/09/2018 | | S | | 9,281 | D | \$ 31,785 ⁽⁴⁾ D 157.0401 |

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| | | | | | | | | | |
|-----------------------------|------------|--|---|--------|-----|-----------------|------------|---|----------------|
| par value | | | | | (5) | | | | |
| Common Stock, \$1 par value | 04/10/2018 | | M | 3,819 | A | \$ 115.05 | 35,604 (4) | D | |
| Common Stock, \$1 par value | 04/10/2018 | | M | 12,100 | A | \$ 124.53 | 47,704 (4) | D | |
| Common Stock, \$1 par value | 04/10/2018 | | M | 10,500 | A | \$ 107.47 | 58,204 (4) | D | |
| Common Stock, \$1 par value | 04/10/2018 | | M | 1,250 | A | \$ 103.35 | 59,454 (4) | D | |
| Common Stock, \$1 par value | 04/10/2018 | | M | 9,450 | A | \$ 99.39 | 68,904 (4) | D | |
| Common Stock, \$1 par value | 04/10/2018 | | S | 37,119 | D | \$ 157.3952 (6) | 31,785 (4) | D | |
| Common Stock, \$1 par value | | | | | | | 6,710.3171 | I | By 401(k) 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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 156.73 | 04/06/2018 | | A | | 16,000 | | (7) | 04/06/2028 | Common Stock, \$1 par value. | 16,000 |
| Option (Right to Buy) | \$ 115.05 | 04/09/2018 | | M | | 9,281 | | (8) | 05/01/2023 | Common Stock, \$1 | 9,281 |

| | | | | | | | | | |
|--------------------------|-----------|------------|---|--------|-------------|------------|-------------------|------------|--|
| Buy) | | | | | | | | par value. | |
| Option (Right to Buy) | \$ 115.05 | 04/10/2018 | M | 3,819 | <u>(8)</u> | 05/01/2023 | Common Stock, \$1 | 3,81 | |
| Option (Right to Buy) | \$ 124.53 | 04/10/2018 | M | 12,100 | <u>(9)</u> | 04/03/2024 | Common Stock, \$1 | 12,10 | |
| Option (Right to Buy) | \$ 107.47 | 04/10/2018 | M | 10,500 | <u>(10)</u> | 04/02/2025 | Common Stock, \$1 | 10,50 | |
| Option (Right to Buy) | \$ 103.35 | 04/10/2018 | M | 1,250 | <u>(11)</u> | 04/30/2025 | Common Stock, \$1 | 1,25 | |
| Option (Right to Buy) | \$ 99.39 | 04/10/2018 | M | 9,450 | <u>(12)</u> | 04/01/2026 | Common Stock, \$1 | 9,45 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaffer Michael A C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016 | | | EVP, COO and CFO | |

Signatures

Michael A.
Shaffer

04/10/2018

__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 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% (1,277 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
 - (2) Includes 19,066 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 1,841 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
 - (4) Includes 17,225 shares of Common Stock subject to awards of restricted stock units.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$157.00 to \$157.14, 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.

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- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$157.00 to \$157.86, 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) Options to acquire 4,000 shares become exercisable on each of 4/6/2019, 4/6/2020, 4/6/2021 and 4/6/2022.
- (8) This was part of a grant of 13,100 options. Options to acquire 3,275 shares became exercisable on each of 5/1/14, 5/1/15, 5/1/16 and 5/1/17.
- (9) Options to acquire 3,025 shares became exercisable on each of 4/3/15, 4/3/16, 4/3/17 and 4/3/18.
- (10) This was part of a grant of 14,000 options. Options to acquire 3,500 shares became exercisable on each of 4/2/16, 4/2/17, and 4/2/18 and an additional 3,500 will become exercisable on 4/2/19.
- (11) This was part of a grant of 2,500 options. Options to acquire 625 shares became exercisable on each of 4/30/16 and 4/30/17 and an additional 625 will become exercisable on each of 4/30/18 and 4/30/19.
- (12) This was part of a grant of 18,900 options. Options to acquire 4,725 shares became exercisable on each of 4/1/17 and 4/1/18 and an additional 4,725 will become exercisable on each of 4/1/19 and 4/1/20.

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.