

SHIFFMAN STEVEN B
Form 4
April 09, 2019

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 *
SHIFFMAN STEVEN B

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)
04/05/2019

____ 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	04/05/2019		A		4,716 ⁽¹⁾ \$ 0	D	
Common Stock, \$1 par value	04/06/2019		F		510 ⁽³⁾ \$ 127.26	D	
Common Stock, \$1 par value	04/07/2019		F		784 ⁽⁵⁾ \$ 127.26	D	
Common Stock, \$1					1,951.2877	I	By 401(k) Plan

par value

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

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**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) ⁽⁷⁾	\$ 127.26	04/05/2019		A	14,800	⁽⁸⁾	04/05/2029			Common Stock, \$1 par value	14,800

Reporting Owners

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

Signatures

Steven B.
Shiffman

04/09/2019

**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).

- Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's
- (1) Common Stock. The units vest 25% (1,179 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
 - (2) Includes 12,967 shares of Common Stock subject to awards of restricted stock units.

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- (3) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 958 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (4) Includes 12,009 shares of Common Stock subject to awards of restricted stock units.
- (5) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,473 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (6) Includes 10,536 shares of Common Stock subject to awards of restricted stock units.
- (7) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (8) Options to acquire 3,700 shares become exercisable on each of 4/5/2020, 4/5/2021, 4/5/2022 and 4/5/2023.

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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