

FISCHER MARK D
Form 4
January 09, 2013

FORM 4

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

OMB APPROVAL

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

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 *
FISCHER MARK D

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)
01/07/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel & Sec.

(Street)

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

NEW YORK, NY 10016

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$1 par value	01/07/2013		M		2,500 A \$ 19.1 8,824 ⁽¹⁾	D	
Common Stock, \$1 par value	01/07/2013		S		2,500 D \$ 116 6,324 ⁽¹⁾	D	
Common Stock, \$1 par value	01/09/2013		M		2,500 A \$ 19.1 8,824 ⁽¹⁾	D	
Common Stock, \$1	01/09/2013		S		2,500 D \$ 119.1 6,324 ⁽¹⁾	D	

par value
Common
Stock, \$1
par value

628,579

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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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
Option (Right to Buy) ⁽²⁾	\$ 19.1	01/07/2013		M	2,500	⁽³⁾ 04/27/2014	Common Stock, \$1 par value.	2,500
Option (Right to Buy) ⁽²⁾	\$ 19.1	01/09/2013		M	2,500	⁽³⁾ 04/27/2014	Common Stock, \$1 par value.	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
FISCHER MARK D C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	Director 10% Owner Officer Other SVP, General Counsel & Sec.

Signatures

Mark D. Fischer 01/09/2013

**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) Includes 4,887 shares of Common Stock subject to awards of restricted stock units.

(2) All options exercisable for shares of Issuer's Common Stock, \$1 par value.

(3) This was part of a grant of 10,000 options, 2,500 of which became exercisable on each of 4/27/05, 4/27/06, 4/27/07 and 4/27/08.

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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