

PVH CORP. /DE/
Form 4
March 28, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
03/24/2017

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)

EVP, General Counsel & Sec.

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 or Price | | |
| Common Stock, \$1 par value | 03/24/2017 | | F ⁽¹⁾ | | 737 D \$ 100.94 | 14,995 ⁽²⁾ | D |
| Common Stock, \$1 par value | 03/24/2017 | | M | | 1,000 A \$ 58.6 | 15,995 ⁽²⁾ | D |
| Common Stock, \$1 par value | 03/24/2017 | | S | | 1,000 D \$ 101.7205 ⁽³⁾ | 14,995 ⁽²⁾ | D |
| Common Stock, \$1 | | | | | | 700.9153 | 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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(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) ⁽⁴⁾ | \$ 58.6 | 03/24/2017 | | M | 1,000 | ⁽⁵⁾ 04/05/2017 | Common Stock, \$1 par value. | 1,000 |

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

EVP, General Counsel & Sec.

Signatures

Mark D. Fischer 03/28/2017

**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) Reporting person surrendered shares of Issuer's Common Stock to pay exercise price for options exercised and taxes due.

(2) Includes 4,970 shares of Common Stock subject to awards of restricted stock units.

(3)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.711 to \$101.73, 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) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (5) This was part of a grant of 3,000 options, 750 of which became exercisable on each of 4/5/08, 4/5/09, 4/5/10 and 4/5/11.

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.