

Shaffer Michael A
Form 4
April 10, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Shaffer Michael A

(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)
04/06/2018

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)
EVP, COO and CFO

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	\$ 157.0401 31,785 ⁽⁴⁾ D

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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.

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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)				
				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.