

DUANE FRANCIS K

Form 4

June 06, 2018

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUANE FRANCIS K

(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)

06/05/2018

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 ____ Other (specify
below) below)

CEO, Heritage Brands & VC, PVH

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)
Common Stock, \$1 par value	06/05/2018		M	3,375 A	\$ 101.9 39,755 ⁽¹⁾	D	
Common Stock, \$1 par value	06/05/2018		M	13,100 A	\$ 124.53 52,855 ⁽¹⁾	D	
Common Stock, \$1 par value	06/05/2018		S	16,475 D	\$ 160 36,380 ⁽¹⁾	D	
Common Stock, \$1					1,778.5933	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) ⁽²⁾	\$ 101.9	06/05/2018		M	3,375	⁽³⁾ 04/07/2027	Common Stock, \$1 par value.	3,375
Option (Right to Buy) ⁽²⁾	\$ 124.53	06/05/2018		M	13,100	⁽⁴⁾ 04/03/2024	Common Stock, \$1 par value.	13,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUANE FRANCIS K C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	CEO, Heritage Brands & VC, PVH

Signatures

Francis K.
Duane
06/06/2018
Date

**Signature of
Reporting Person

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).

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- (1) Includes 30,471 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) These options were part of a grant of 13,500, 3,375 of which became exercisable on 4/7/18. Of the remaining options, 3,375 options will become exercisable on each of 4/7/19, 4/7/20 and 4/7/21.
- (4) 3,275 options became exercisable on each of 4/3/15, 4/3/16, 4/3/17, and 4/3/18.

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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