

DUANE FRANCIS K

Form 4

August 29, 2017

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 200 MADISON
AVENUE, 18TH FLOOR

(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)
08/25/2017

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)

CEO, Wholesale Apparel

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	08/25/2017		M	12,300 D \$ 91.88	29,812 ⁽¹⁾	D	
Common Stock, \$1 par value	08/25/2017		M	7,600 D \$ 107.47	37,412 ⁽¹⁾	D	
Common Stock, \$1 par value	08/25/2017		M	4,100 D \$ 99.39	41,512 ⁽¹⁾	D	
Common Stock, \$1	08/25/2017		S	13,400 D \$ 126.0615	28,112 ⁽¹⁾	D	

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par value					(2)			
Common					\$			
Stock, \$1	08/25/2017	S	5,300	D	127.4811	22,812 (1)	D	
par value					(3)			
Common					\$			
Stock, \$1	08/25/2017	S	5,300	D	128.2407	17,512 (1)	D	
par value					(4)			
Common								By
Stock, \$1						1,722.6025	I	401(k)
par value								Plan

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)	\$ 91.88	08/25/2017		M	12,300	(5) 04/05/2022	Common Stock, \$1 par value.	12,300
Option (Right to Buy) (4)	\$ 107.47	08/25/2017		M	7,600	(6) 04/02/2025	Common Stock, \$1 par value.	7,600
Option (Right to Buy) (4)	\$ 99.39	08/25/2017		M	4,100	(7) 04/01/2026	Common Stock, \$1 par value.	4,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
CEO, Wholesale Apparel

DUANE FRANCIS K
C/O 200 MADISON AVENUE
18TH FLOOR
NEW YORK, NY 10016

Signatures

Francis K.

08/29/2017

Duane

__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 15,254 shares of Common Stock subject to awards of restricted stock units.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(2) \$126.00 to \$126.75, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(3) \$127.2201 to \$127.95, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(4) \$128.07 to \$128.69, 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.

(5) This was a grant of 16,400 options, 4,100 of which became exercisable on each of 4/5/13, 4/5/14, 4/5/15 and 4/5/16.

(6) This was a grant of 15,200 options, 3,800 of which became exercisable on each of 4/2/16 and 4/2/17, and 3,800 of which will become exercisable on each of 4/2/18 and 4/2/19.

(7) This was a grant of 16,400 options, 4,100 of which became exercisable on 4/1/17, and 4,100 of which will become exercisable on each of 4/1/18, 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.

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