

PERRY ELLIS INTERNATIONAL INC
 Form 4
 December 31, 2012

FORM 4

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

OMB APPROVAL

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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 *
FELDENKREIS OSCAR

2. Issuer Name and Ticker or Trading Symbol
PERRY ELLIS INTERNATIONAL INC [PERY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3000 N.W. 107TH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and COO

MIAMI, FL 33172

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/28/2012		S		7,100	D	\$ 19.5495
							816,656 ⁽¹⁾
Common Stock	12/31/2012		S		20,000	D	\$ 19.9366
							796,656 ⁽¹⁾
Common Stock							50,000 ⁽²⁾
Common Stock							50,000 ⁽³⁾
Common Stock							50,000 ⁽⁴⁾
							See Footnote
							See Footnote
							See Footnote
							See Footnote

Common Stock 375,000 ⁽⁵⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Number Shares
Stock Appreciation Right	\$ 18.19					03/19/2013 ⁽⁶⁾	03/18/2019	Common Stock	89,68
Stock Appreciation Right	\$ 28.38					04/11/2012 ⁽⁷⁾	04/10/2018	Common Stock	57,89
Stock Appreciation Right	\$ 24.93					04/19/2011 ⁽⁸⁾	04/18/2017	Common Stock	70,67
Stock Options	\$ 4.63					03/18/2010	03/17/2019	Common Stock	250,00
Stock Options	\$ 16.593					03/04/2004	03/03/2014	Common Stock	67,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDENKREIS OSCAR 3000 N.W. 107TH AVENUE MIAMI, FL 33172	X	X	President and COO	

Signatures

/s/ Cory Shade by Power of
Attorney

12/31/2012

__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) Owned by the Oscar Feldenkreis Revocable Trust UAD 05/06/11, of which the Reporting Person is Trustee.
- (2) Owned by the Erica Feldenkreis 2012 Irrevocable Trust UAD 10/17/12, of which the Reporting Person's spouse is the Trustee.
- (3) Owned by the Jennifer Feldenkreis 2012 Irrevocable Trust UAD 10/17/12, of which the Reporting Person's spouse is the Trustee.
- (4) Owned by the Stephanie Feldenkreis 2012 Irrevocable Trust UAD 10/17/12, of which the Reporting Person's spouse is the Trustee.
- (5) Represents 375,000 restricted shares of the Company's common stock, which generally vest 100% on Mr. Feldenkreis' 60th birthday, provided that he is still an employee of the Company on such date, and the Company has met certain performance criteria.
- (6) The shares subject to the stock appreciation right shall vest and become exercisable as follows: 29,895 shares on March 19, 2013; 29,895 shares on March 19, 2014; and 29,896 shares on March 19, 2015.
- (7) Of the shares subject to the stock appreciation right, 19,298 shares are fully vested. The remainder of the shares shall vest and become exercisable in two equal installments of 19,298 shares on April 11, 2013 and April 11, 2014.
- (8) Of the shares subject to the stock appreciation right, 47,116 shares are fully vested. The remainder of the shares shall vest and become exercisable on April 19, 2013.

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.