

PERRY ELLIS INTERNATIONAL, INC
 Form 4
 April 24, 2015

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 *
 Harriman Stephen

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)
 04/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Sportswear Division

MIAMI, FL 33172
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/22/2015		A		4,674 (1)	A	\$ 0 35,481 (2) D

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)

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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
Stock Options	\$ 4.63					03/18/2010	03/17/2019			Common Stock	15,000
Stock Appreciation Right	\$ 18.19					03/19/2013	03/18/2019			Common Stock	12,120
Stock Appreciation Right	\$ 28.38					04/11/2012	04/10/2018			Common Stock	7,824
Stock Appreciation Right	\$ 24.93					04/19/2011	04/18/2017			Common Stock	9,551

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harriman Stephen 3000 N.W. 107TH AVENUE MIAMI, FL 33172			President, Sportswear Division	

Signatures

/s/ Cory Shade by Power of Attorney
 04/24/2015
 **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).
 Restricted shares granted under the Perry Ellis International, Inc. Second Amended and Restated 2005 Long-Term Incentive Compensation Plan, as may be amended and restated from time to time (the "Plan"), which vest in three equal annual installments commencing on April 22, 2016.
- (2) Includes (i) 4,674 shares of restricted stock granted under the Plan, which vest in three equal annual installments commencing on April 22, 2016; (ii) 11,778 shares of restricted stock granted under the Plan, which vest in three equal annual installments commencing on April 28, 2015; (iii) 6,640 shares of restricted stock granted under the Plan, which vest in two equal annual installments commencing on April

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30, 2015; and (iv) 9,960 shares of performance stock granted under the Plan in April 2013, which vest up to 100% provided that certain performance goals have been achieved and the Reporting Person is still an employee of the Company as of the last day of fiscal 2016. With respect to the grant set forth in (iv), the Reporting Person may be entitled to additional performance stock in the event the Company exceeds the performance goals.

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.