

GOLDSTEIN BRUCE
Form 4
December 06, 2011

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 *
GOLDSTEIN BRUCE

(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)
12/05/2011

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)
SVP, Corporate Controller

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Common Stock, Par value \$1 | 12/05/2011 | | S | 2,800 | D | \$ 73.25 | 6,285 ⁽¹⁾ | D | |
| Common Stock, \$1 par value | 12/05/2011 | | M | 191 | A | \$ 14.92 | 6,476 ⁽¹⁾ | D | |
| Common Stock, \$1 par value | 12/05/2011 | | M | 1,500 | A | \$ 12.34 | 7,976 ⁽¹⁾ | D | |
| Common Stock, \$1 | 12/05/2011 | | M | 1,750 | A | \$ 19.1 | 9,726 ⁽¹⁾ | D | |

par value

Common
Stock, Par
value \$1

1.321

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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(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) | \$ 14.92 | 12/05/2011 | | M | 191 | ⁽²⁾ 04/22/2012 | Common Stock, \$1 par value. | 191 |
| Option (Right to Buy) | \$ 12.34 | 12/05/2011 | | M | 1,500 | ⁽³⁾ 04/02/2013 | Common Stock, \$1 par value. | 1,500 |
| Option (Right to Buy) | \$ 19.1 | 12/05/2011 | | M | 1,750 | ⁽⁴⁾ 04/27/2014 | Common Stock, \$1 par value. | 1,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDSTEIN BRUCE C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016 | | | SVP, Corporate Controller | |

Signatures

Bruce Goldstein

12/07/2011

**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 5,580 shares of Common Stock subject to awards of restricted stock units.
- (2) This was part of a grant of 1,500 options, 375 of which became exercisable on each of 4/22/03, 4/22/04, 4/22/05 and 4/22/06.
- (3) 375 shares became exercisable on each of 4/2/04, 4/2/05, 4/2/06 and 4/2/07.
- (4) 437 shares became exercisable on each of 4/27/05 and 4/27/06 and 438 shares became exercisable on each of 4/27/07 and 4/27/08.

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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