

SHIFFMAN STEVEN B

Form 4

April 10, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHIFFMAN STEVEN B

(Last) (First) (Middle)

**C/O CALVIN KLEIN, INC., 205
WEST 39TH STREET**

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PVH CORP. /DE/ [PVH]

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2018

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) below)

President & CEO, Calvin Klein

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 par value	04/06/2018		A	3,832 (1)	A \$ 0 21,499 (2) (3)	D	
Common Stock, \$1 par value	04/07/2018		F	784 (4)	D \$ 156.73 20,715 (3) (5)	D	
Common Stock, \$1 par value					1,948.2346	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)	\$ 156.73	04/06/2018		A	12,000	<u>(6)</u> 04/06/2028	Common Stock, \$1 par value	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHIFFMAN STEVEN B C/O CALVIN KLEIN, INC. 205 WEST 39TH STREET NEW YORK, NY 10018	President & CEO, Calvin Klein

Signatures

Steven B. Shiffman 04/10/2018

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).

Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's
(1) Common Stock. The units vest 25% (958 shares) on each anniversary of grant. Vested shares are delivered as soon as practicable after they vest.

Includes 16,015 shares of Common Stock subject to awards of restricted stock units, of which rights to 924 of the shares have been
(2) transferred to the reporting person's ex-wife pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of the 924 transferred shares.

Includes 402 shares of which the reporting person has transferred the pecuniary interest in to his ex-wife pursuant to a domestic relations order. The reporting person discloses beneficial ownership of these 403 shares.
(3)

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- (4) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,473 restricted stock units. The restricted stock units were included as directly owned shares in prior filings.

- Includes 14,542 shares of Common Stock subject to awards of restricted stock units, of which rights to 924 of the shares have been
- (5) transferred to the reporting person's ex-wife pursuant to a domestic relations order. The reporting person disclaims beneficial ownership of the 924 transferred shares.

- (6) Options to acquire 3,000 shares become exercisable on each of 4/6/2019, 4/6/2020, 4/6/2021 and 4/6/2022.

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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