

G III APPAREL GROUP LTD /DE/
Form 4
July 03, 2013

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 *
GOLDFARB MORRIS

2. Issuer Name and Ticker or Trading Symbol
G III APPAREL GROUP LTD /DE/ [GIII]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Last) (First) (Middle)
C/O G-III APPAREL GROUP, LTD., 512 SEVENTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

NEW YORK, NY 10018

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, Par Value \$0.01 Per Share | 07/01/2013 | | S | | 612 | D | \$ 48.5 |
| Common Stock, Par Value \$0.01 Per Share | 07/02/2013 | | S | | 17,591 ⁽¹⁾ | D | \$ 47.9602 ⁽²⁾ |
| | 07/02/2013 | | S | | 3,276 | D | 2,737,645 |

| | | | | | | | | | |
|---|------------|--|---|-------|----------------------|----------------------|-----------|---|--|
| Common Stock, Par Value \$.01 Per Share | | | | | \$ 48.0094 (3) | | | | |
| Common Stock, Par Value \$.01 Per Share | 07/03/2013 | | S | 3,626 | D | \$ 47.7375 (4) | 2,734,019 | D | |
| Common Stock, Par Value \$.01 Per Share | | | | | | | 100,000 | I | Arlene Goldfarb 2012 Delaware Trust |
| Common Stock, Par Value \$.01 Per Share | | | | | | | 108,375 | I | Goldfarb Family Partners, LLC |
| Common Stock, Par Value \$.01 Per Share | | | | | | | 100,000 | I | Morris Goldfarb 2012 Delaware Trust |
| Common Stock, Par Value \$.01 Per Share | | | | | | | 14,833 | I | Spouse |
| Common Stock, Par Value \$.01 Per Share | | | | | | | 36,401 | I | The Morris And Arlene Goldfarb Family Foundation |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. | 5. Transaction Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------------|------------------------------|---|---|----|--------------------------------|--|---|---------------------------------------|-------------------------|

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- Own- Follo- Repo- Trans- (Instr. | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDFARB MORRIS C/O G-III APPAREL GROUP, LTD. 512 SEVENTH AVENUE NEW YORK, NY 10018 | X | X | Chief Executive Officer | |

Signatures

/s/ Morris
Goldfarb

07/03/2013

__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) Represents shares sold to satisfy the Reporting Person's tax obligation in connection with the vesting of 37,500 restricted stock units.
- (2) The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$47.65 to \$48.5888. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.
- (3) The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$48.00 to \$48.06. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.
- (4) The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$47.50 to \$48.04. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.

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.