

DUANE FRANCIS K  
Form 4  
April 05, 2018

**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 \*  
DUANE FRANCIS K

(Last) (First) (Middle)  
C/O 200 MADISON AVENUE, 18TH FLOOR  
(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)  
04/03/2018

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)  
CEO, Heritage Brands & VC, PVH

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, \$1 par value     | 04/03/2018                           |  | F                              |   | 615 <sup>(1)</sup>  | D  | \$ 155.16   |
| Common Stock, \$1 par value     | 04/04/2018                           |  | M                              |   | 14,200  | A  | \$ 115.05   |
| Common Stock, \$1 par value     | 04/04/2018                           |  | M                              |   | 3,800   | A  | \$ 107.47   |
| Common Stock, \$1               | 04/04/2018                           |  | M                              |   | 4,100   | A  | \$ 99.39  |
|                                 |                                      |  |                                |   | 15,985 <sup>(3)</sup>   | D  |   |
|                                 |                                      |  |                                |   | 30,185 <sup>(2)</sup>   | D  |   |
|                                 |                                      |  |                                |   | 33,985 <sup>(2)</sup>   | D  |   |
|                                 |                                      |  |                                |   | 38,085 <sup>(2)</sup>   | D  |   |

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par value

Common Stock, \$1 04/04/2018 S 22,100 D \$ 154.7726 15,985 <sup>(2)</sup> D <sup>(3)</sup>

Common Stock, \$1 par value 1,771.9717 I By 401(k) Plan

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 (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)                      | \$ 115.05  | 04/04/2018                           |  | M                              | 14,200  | <sup>(4)</sup> 05/01/2023                                | Common Stock, \$1 par value.                                  | 14,200                        |
| Option (Right to Buy)                      | \$ 107.47  | 04/04/2018                           |  | M                              | 3,800   | <sup>(5)</sup> 04/02/2025                                | Common Stock, \$1 par value.                                  | 3,800                         |
| Option (Right to Buy)                      | \$ 99.39   | 04/04/2018                           |  | M                              | 4,100   | <sup>(6)</sup> 04/01/2026                                | Common Stock, \$1 par value.                                  | 4,100                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| DUANE FRANCIS K<br>C/O 200 MADISON AVENUE<br>18TH FLOOR<br>NEW YORK, NY 10016 |               |           | CEO, Heritage Brands & VC, PVH |       |

## Signatures

Francis K.  
Duane

04/05/2018

\_\_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).
- (1) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 1,808 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (2) Includes 10,764 shares of Common Stock subject to awards of restricted stock units.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$154.36 to \$155.01, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) This was a grant of 14,200 options, 3,550 of which became exercisable on each of 5/1/14, 5/1/15, 5/1/16 and 5/1/17.
- (4) This was a grant of 15,200 options, 3,800 of which became exercisable on each of 4/2/16 and 4/2/17, and 4/2/18 and a further 3,800 will become exercisable on 4/2/19.
- (5) This was a grant of 16,400 options, 4,100 of which became exercisable on each of 4/1/17, and 4/1/18 and 4,100 of which will become exercisable on each of 4/1/19 and 4/1/20.
- (6)

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.