

CHIRICO EMANUEL
Form 4/A
December 07, 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 *
CHIRICO EMANUEL

(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)
12/07/2011

4. If Amendment, Date Original Filed (Month/Day/Year)
12/07/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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, \$1 par value	12/07/2011		M		10,000	A	\$ 14.92
					178,569 ⁽¹⁾	D	
Common Stock, \$1 par value	12/07/2011		M		20,000	A	\$ 12.34
					198,569 ⁽¹⁾	D	
Common Stock, \$1 par value	12/07/2011		M		120,000	A	\$ 18.53
					318,569 ⁽¹⁾	D	
Common Stock, \$1	12/07/2011		M		120,000	A	\$ 28.13
					438,569 ⁽¹⁾	D	

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par value									
Common Stock, \$1 par value	12/07/2011	S	194,588	D	\$ 72.3111	243,981 ⁽¹⁾	D		
					<u>(2)</u>				
Common Stock, \$1 par value	12/07/2011	S	67,612	D	\$ 73.1544	176,369 ⁽¹⁾	D		
					<u>(3)</u>				
Common Stock, \$1 par value	12/07/2011	S	7,800	D	\$ 74.0039	168,569 ⁽¹⁾	D		
					<u>(4)</u>				
Common Stock, \$1 par value	12/07/2011	G V	28,612	D	<u>(5)</u>	139,957 ⁽¹⁾	D		
Common Stock, \$1 par value						8,351.664	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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy)	\$ 14.92	12/07/2011		M	10,000	⁽⁶⁾ 04/22/2012	Common Stock, \$1 par value. 10,000
Option (Right to Buy)	\$ 12.34	12/07/2011		M	20,000	⁽⁷⁾ 04/02/2013	Common Stock, \$1 par value. 20,000
Option (Right to Buy)	\$ 18.53	12/07/2011		M	120,000	⁽⁸⁾ 04/29/2014	Common Stock, \$1 par value. 120,000
Option (Right to Buy)	\$ 28.13	12/07/2011		M	120,000	⁽⁹⁾ 03/03/2015	Common Stock, \$1 120,000

Buy)

par value.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHIRICO EMANUEL C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	X		Chairman & CEO	

Signatures

Emanuel Chirico	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 125,084 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 \$71.88 to \$72.87, 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.88 to \$73.83, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.99 to \$74.29, 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.
- (4) Gift to charitable trust.
- (5) This is part of a grant of 40,000 options, 10,000 of which became exercisable on each of 4/22/03, 4/22/04, 4/22/05 and 4/22/06.
- (6) This is part of a grant of 40,000 options, 10,000 of which became exercisable on each of 4/2/04, 4/2/05, 4/2/06 and 4/2/07.
- (7) 30,000 options became exercisable on each of 4/29/05, 4/29/06, 4/29/07 and 4/29/08.
- (8) 30,000 options became exercisable on each of 3/3/06, 3/3/07, 3/3/08 and 3/3/09.

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.