ONNINK LUDOVICUS RUDOLPH

Form 4 July 06, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ONNINK LUDOVICUS RUDOLPH			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			PVH CORP. /DE/ [PVH]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O TOMMY I		· · · · · · · · · · · · · · · · · · ·	(Month/Day/Year) 07/01/2011	Director 10% OwnerX_ Officer (give title Other (specify below) COO of Tommy Hilfiger			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, I	NY 10001	l	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

NEW YORK, NY 10001

(City)	(State)	(Zip) Tab	le I - Non-l	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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) 5. Amount iomr Disposed of (D) Securities (Instr. 3, 4 and 5) Beneficiall Owned Following Reported Transaction or (Instr. 3 and 5)			Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$1 par value	07/01/2011		S(1)	1,164	D	\$ 65.3208 (2)	240,692 (3)	I	By Elmira 5 B.V.
Common Stock, \$1 par value	07/01/2011		S <u>(1)</u>	3,347	D	\$ 66.5256 (4)	237,345 (3)	I	By Elmira 5 B.V.
Common Stock, \$1 par value	06/01/2011		S <u>(1)</u>	1,310	D	\$ 66.9591 (5)	236,035 (3)	I	By Elmira 5 B.V,
Common Stock, \$1							6,628 <u>(6)</u>	D	

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par value

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)
	Derivative				Securities	S		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable Date	Title Number			
							Dute		of	
				Code V	(A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ONNINK LUDOVICUS RUDOLPH C/O TOMMY HILFIGER U.S.A., INC. 601 WEST 26TH STREET NEW YORK, NY 10001

COO of Tommy Hilfiger

Signatures

Ludovicus Rudolph 07/06/2011 Onnink

**Signature of Reporting 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) This sale was effected pursuant to a Rule 105b-1trading plan adopted by Elmira 5 B.V. on April 5, 2011.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.90 to \$65.86, 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

Reporting Owners 2

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ranges set forth in this footnote.

- 153,079 of these shares are held in escrow. 35,326 of such shares will be released on each of May 6, 2012 and May 6, 2013. The (3) remaining 84,427 of such shares will be released on May 6, 2012, subject to forfeiture if certain vesting conditions are not met. Earlier release of shares from escrow may occur under certain circumstances.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.91 to \$66.90, 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.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.91 to \$67.11, 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.
- (6) Represents shares of Common Stock subject to awards of restricted stock units.

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.