

GEHRING FRED
Form 4
November 02, 2011

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 *
GEHRING FRED

(Last) (First) (Middle)

**601 WEST 26TH STREET, C/O
TOMMY HILFIGER U.S.A., INC.**

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/01/2011

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 of Tommy Hilfiger

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	11/01/2011		S(1)		24,896	D 72.3917 (2)	1,059,695 (3) I	By Elmira 5 B.V.
Common Stock, \$1 par value	11/01/2011		S(1)		3,993	D 73.1524 (4)	1,055,702 (3) I	By Elmira 5 B.V.
Common Stock, \$1 par value							60,562 (5) I	By Tommy Hilfiger Holding S.a.r.l.

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Common
Stock, \$1
par value

21,428 ⁽⁶⁾ D

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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
GEHRING FRED 601 WEST 26TH STREET C/O TOMMY HILFIGER U.S.A., INC. NEW YORK, NY 10001	X CEO of Tommy Hilfiger

Signatures

/s/ Fred Gering 11/02/2011

 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) This sale was effected pursuant to a Rule 105b-1 trading 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 \$72.00 to \$72.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the

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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.

993,346 of these shares are held in escrow. 409,024 of such shares will be released on each of May 6, 2012 and May 6, 2013. The

- (3) remaining 175,298 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 \$73.00 to \$73.32, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the

- (4) 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.

Represents shares of Common Stock beneficially owned by Tommy Hilfiger Holding S.a.r.l. ("THH") that Stichting Pakera (a holder of interests in THH) would be entitled to receive when and if shares of Common Stock beneficially owned by THH are distributed to

- (5) Stichting Pakera. Stichting Pakera is a foundation, the beneficiaries of which are certain friends and family of Mr. Gehring, and Mr. Gehring has the right to vote the shares of Common Stock owned by Stichting Pakera. Mr. Gehring disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (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.

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