## Edgar Filing: GEHRING FRED - Form 4

GEHRING F Form 4 December 21	, 2011								PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									3235-0287	
Check thi	s box	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								
if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed pursuant to inue. Section 17(a) of th									
(Print or Type F	Responses)									
1. Name and A GEHRING	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol PVH CORP. /DE/ [PVH]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)		3. Date of Earliest Transaction				(Check all applicable)			
C/O TOMM INC., 601 W		(Month/Day/Year) 12/20/2011				X Director 10% Owner X Officer (give title Other (specify below) CEO of Tommy Hilfiger				
		f Amendment, Date Original d(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>				
NEW YORK, NY 10001 Form filed by More than One Reporting Person									porting	
(City)	(State) (Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. D (Month/Day/Year) Execu any (Mont		3. Transactic Code (Instr. 8) Code V	4. Securit on(A) or Dia (Instr. 3, 4) Amount	sposed	l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, \$1 par value	12/20/2011		S	60,562		\$ 65.7	0 <u>(1)</u>	I	By Tommy Hilfiger Holding S.a.r.l.	
Common Stock, \$1 par value							1,026,812 (2)	Ι	By Elmira 5 B.V.	
Common Stock, \$1 par value							21,428 (3)	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	<sup>7</sup> (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 C/O TOMMY HILFIGER U.S.A., INC. 601 WEST 26TH STREET NEW YORK, NY 10001	Х		CEO of Tommy Hilfiger				
Signatures							
Fred Cehring							

Fred Gehring 12/21/2011

\*\*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). \*\*

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

- (1) Stichting Pakera. Stichting Pakera is a foundation, the beneficiaries of which are certain friends and family of Mr. Gehring, and Mr. Gehring has the righ 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.
- (2) 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 remaining 175,298 of such shares will be released on May 6, 2012, subject to forfeiture if certain vesting conditions are not met. Earlier

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release of shares from escrow may occur under certain circumstances.

(3) 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.