#### **GEHRING FRED**

Form 4

December 21, 2011

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

1,026,812 (2) I

D

21,428 (3)

burden hours per

1(b).

Stock, \$1

par value Common Stock, \$1

par value

(Print or Type Responses)

1. Name and Address of Reporting Person * GEHRING FRED				2. Issuer Name <b>and</b> Ticker or Trading Symbol PVH CORP. /DE/ [PVH]					5. Relationship of Reporting Person(s) to Issuer				
	(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Check all applicable)					
C/O TOMMY HILFIGER U.S.A., INC., 601 WEST 26TH STREET				(Month/Day/Year) 12/20/2011						X Director 10% OwnerX Officer (give title Other (specify below) CEO of Tommy Hilfiger			
		(Street)		4. If Ame: Filed(Mon			e Original			6. Individual or Jo Applicable Line) _X_ Form filed by			
NEW YORK, NY 10001									Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table	e I - Non	-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transac Code (Instr. 8	3)	4. Securiti n(A) or Dis (Instr. 3, 4)	posed	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Common Stock, \$1 par value	12/20/2011			S	V	Amount 60,562		Price \$ 65.7	0 (1)	I	By Tommy Hilfiger Holding S.a.r.l.	
	Common											By Flmira	

By Elmira

5 B.V.

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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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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 Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	Titic	of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

# **Reporting Owners**

	Relationships
Reporting Owner Name / Address	*

Director 10% Owner Officer Other

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

X CEO of Tommy Hilfiger

## **Signatures**

Fred Gehring

12/21/2011

\*\*Signature of Date
Reporting Person

## **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.