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ONNINK LUDOVICUS RUDOLPH

Form 4

October 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287 January 31,

Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

| 1. Name and Ad ONNINK LU | • | _ | 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 | | | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | | |
| C/O TOMMY | HILFIGE | R U.S.A., | 10/01/2012 | X Officer (give title Other (specify | | | | |
| INC., 601 WEST 26TH STREET | | | | below) below) COO of Tommy Hilfiger | | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| NEW YORK, NY 10001 | | | | Form filed by More than One Reporting | | | | |

| (City) | (State) | (Zip) 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. Transactic Code (Instr. 8) | 4. Securities Accord Disposed of (Instr. 3, 4 and 5) (A) or Amount (D) | | (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 | 10/01/2012 | | S(1) | 2,626 | D | \$ 92.7802 (2) | 88,636 (3) | I | By Elmira 5 B.V. |
| Common Stock, \$1 par value | 10/01/2012 | | S <u>(1)</u> | 1,368 | D | \$ 93.5699 (4) | 87,268 (3) | I | By Elmira 5 B.V. |
| Common Stock, \$1 par value | 10/01/2012 | | S <u>(1)</u> | 422 | D | \$ 94.503 (5) | 86,846 (3) | I | By Elmira 5 B.V. |
| Common Stock, \$1 | 10/02/2012 | | S(1) | 1,797 | D | \$ 93.0032 | 85,049 (3) | I | By Elmira 5 B.V. |

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| par value | | | | | <u>(6)</u> | | | |
|-----------------------------------|------------|--------------|-------|---|-----------------------------|------------------|---|---------------------|
| Common Stock, \$1 par value | 10/02/2012 | S <u>(1)</u> | 2,620 | D | \$ 94.0168 <u>(7)</u> | 82,429 (3) | I | By Elmira 5 B.V. |
| Common Stock, \$1 par value | | | | | | 8,764 <u>(8)</u> | D | |

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 (Instr

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. Transa Code (Instr. | ctio | 5. Mumber of Derivative 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) |
|---|---|--------------------------------------|---|---------------------------------|------|---|---------------------|--------------------|--|--|---|
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

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 Onnink 10/02/2012

**Signature of Reporting Date
Person

Reporting Owners 2

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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 10b5-1 trading plan adopted by Elmira 5 B.V. on April 5, 2012.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.18 to \$93.16, 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) 82,428 of these shares are held in escrow and will be released on May 6, 2013. 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 \$93.18 to \$94.12, 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 \$94.19 to \$94.91, 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 \$92.59 to \$93.58, 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 \$93.62 to \$94.55, 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.
- (8) 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.