

GOLDSTEIN BRUCE  
Form 4  
April 09, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSTEIN BRUCE**

(Last) (First) (Middle)

**C/O PVH CORP., 200 MADISON AVENUE**

(Street)

**NEW YORK, NY 10016**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/05/2012**

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)  
**SVP, Corporate Controller**

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, Par value \$1	04/05/2012		A		1,092 (1) \$ 0 (1)	D	
Common Stock, Par value \$1	04/06/2012		F		92 (3) \$ 91.88	D	
Common Stock, Par value \$1					1.323	I	By 401(K) Plan

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 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 (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. Amount or Number of Shares
Option (Right to Buy) <sup>(5)</sup>	\$ 91.88	04/05/2012		A	2,800	<sup>(6)</sup> 04/05/2022	Common Stock, \$1 par value	2,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSTEIN BRUCE C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016			SVP, Corporate Controller	

## Signatures

Bruce Goldstein                      04/09/2012  
 \*\*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).
- (1) Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's Common Stock. The units vest 25% (273 shares) on the second anniversary of grant, 25% (273 shares) on the third anniversary of grant and 50% (546 shares) on the fourth anniversary of grant. Vested shares will be delivered as soon as practicable after they vest.
  - (2) Includes 6,672 shares of Common Stock subject to awards of restricted stock units.
  - (3) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the vesting of 275 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.

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- (4) Includes 6,397 shares of Common Stock subject to awards of restricted stock units.
- (5) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (6) Options to acquire 700 shares become exercisable on each of 4/5/2013, 4/5/2014, 4/5/2015 and 4/5/2016.

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.