

DUANE FRANCIS K  
Form 4  
June 06, 2018

**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 \*  
DUANE FRANCIS K

(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)  
06/05/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
CEO, Heritage Brands & VC, PVH

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 or Price   |  |                                   |
| Common Stock, \$1 par value     | 06/05/2018                           |  | M                              |   | 3,375 A \$ 101.9  | 39,755 (1)   | D                                 |
| Common Stock, \$1 par value     | 06/05/2018                           |  | M                              |   | 13,100 A \$ 124.53  | 52,855 (1)   | D                                 |
| Common Stock, \$1 par value     | 06/05/2018                           |  | S                              |   | 16,475 D \$ 160   | 36,380 (1)   | D                                 |
| Common Stock, \$1               |                                      |  |                                |   |   | 1,778.5933   | I By 401(k) Plan                  |

par value

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) <sup>(2)</sup>       | \$ 101.9   | 06/05/2018                           |  | M                              | 3,375   | <sup>(3)</sup> 04/07/2027                                | Common Stock, \$1 par value.                                  | 3,375                         |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 124.53  | 06/05/2018                           |  | M                              | 13,100  | <sup>(4)</sup> 04/03/2024                                | Common Stock, \$1 par value.                                  | 13,100                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| DUANE FRANCIS K<br>C/O PVH CORP.<br>200 MADISON AVENUE<br>NEW YORK, NY 10016 |               |           | CEO, Heritage Brands & VC, PVH |       |

## Signatures

Francis K. Duane 06/06/2018

\*\*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).

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- (1) Includes 30,471 shares of Common Stock subject to awards of restricted stock units.
- (2) All options exercisable for shares of Issuer's Common Stock, \$1 par value.
- (3) These options were part of a grant of 13,500, 3,375 of which became exercisable on 4/7/18. Of the remaining options, 3,375 options will become exercisable on each of 4/7/19, 4/7/20 and 4/7/21.
- (4) 3,275 options became exercisable on each of 4/3/15, 4/3/16, 4/3/17, and 4/3/18.

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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