

Shaffer Michael A
Form 4
April 09, 2012

FORM 4

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

OMB APPROVAL

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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 *
Shaffer Michael A

(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)
EVP, COO and CFO

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, \$1 par value | 04/05/2012 | | A | | 4,900 (1) A \$ 0 (1) 39,081 (2) | D | |
| Common Stock, \$1 par value | 04/06/2012 | | F | | 702 (3) D \$ 91.88 38,379 (4) | D | |
| Common Stock, \$1 par value | | | | | 6,656.594 | 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 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) ⁽⁵⁾ | \$ 91.88 | 04/05/2012 | | A | 16,400 | <u>(6)</u> 04/05/2022 | Common Stock, \$1 par value | 16,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaffer Michael A C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016 | | | EVP, COO and CFO | |

Signatures

Michael A. Shaffer 04/09/2012

**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).

- Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's
- (1) Common Stock. The units vest 25% (1,225 shares) on the second anniversary of grant, 25% (1,225 shares) on the third anniversary of grant and 50% (2,450 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest.
 - (2) Includes 27,272 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 1,275 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
 - (4) Includes 25,997 shares of Common Stock subject to awards of restricted stock units.

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(5) All options exercisable for shares of Issuer's Common Stock, \$1 par value.

(6) Options to acquire 4,100 shares become exercisable on each of 4/05/2013, 4/05/2014, 4/05/2015 and 4/05/2016.

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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