

PERRY ELLIS INTERNATIONAL INC
 Form 4
 May 02, 2013

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 *
 Shade Cory

2. Issuer Name and Ticker or Trading Symbol
 PERRY ELLIS INTERNATIONAL INC [PERY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3000 N.W. 107TH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, GC and Asst. Secretary

MIAMI, FL 33172
 (City) (State) (Zip)

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

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)
CommonStock	04/30/2013		A	V Amount (D) Price 8,964 A \$ 0	16,719 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 4.63					03/18/2010	03/17/2019	Common Stock	3,079
Stock Appreciation Right	\$ 18.19					03/19/2013 ⁽²⁾	03/18/2019	Common Stock	4,363
Stock Appreciation Right	\$ 28.38					04/11/2012 ⁽³⁾	04/10/2018	Common Stock	2,817
Stock Appreciation Right	\$ 24.93					04/19/2011	04/18/2017	Common Stock	3,438

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shade Cory 3000 N.W. 107TH AVENUE MIAMI, FL 33172			SVP, GC and Asst. Secretary	

Signatures

/s/ Cory Shade 05/02/2013
 **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) Includes (i) 4,482 shares of restricted stock, which vest in three equal annual installments commencing on April 30, 2014; and (ii) (A) 1,586 shares of restricted stock granted in April 2011, (B) 2,474 shares of restricted stock granted in March 2012, and (C) 4,482 shares of restricted stock granted in April 2013, which in all cases vest up to 100%; provided, that, certain performance criteria has been achieved as of the last day of fiscal 2014, fiscal 2015 and fiscal 2016, respectively, and that the Reporting Person is still an employee of the Company on such dates. With respect to the grants set for in (ii)(A) through (C), the Reporting Person may be entitled to additional restricted stock in the event the Company exceeds the performance goals.

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- (2) Of the shares subject to the stock appreciation right, 1,454 are fully vested. The remainder of the shares shall vest and become exercisable as follows: 1,454 shares on March 19, 2014; and 1,455 shares on March 19, 2015.
- (3) Of the shares subject to the stock appreciation right, 1,878 shares are fully vested. The remaining 939 shares shall vest and become exercisable on April 11, 2014.

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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