

PERRY ELLIS INTERNATIONAL INC
 Form 4
 June 07, 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 *
 Harriman Stephen

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 NW 107TH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Bottoms Division

MIAMI, FL 33172

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

(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. 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/06/2013		M		3,159	A	\$ 4.63
Common Stock	06/06/2013		S		8,639	D	\$ 21.3778

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Options	\$ 4.63	06/06/2013		M	3,159	03/18/2010 03/17/2019	Common Stock	3,
Stock Appreciation Right	\$ 18.19					03/19/2013 ⁽²⁾ 03/18/2019	Common Stock	12,
Stock Appreciation Right	\$ 28.38					04/11/2012 ⁽³⁾ 04/10/2018	Common Stock	7,
Stock Appreciation Right	\$ 24.93					04/19/2011 04/18/2017	Common Stock	9,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harriman Stephen 3000 NW 107TH AVENUE MIAMI, FL 33172			President, Bottoms Division	

Signatures

/s/ Cory Shade by Power of Attorney
06/07/2013

**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).
- (1) Includes (i) 9,960 shares of restricted stock, which vest in three equal annual installments commencing on April 30, 2014; and (ii) (A) 4,405 shares of restricted stock granted in April 2011, (B) 6,872 shares of restricted stock granted in March 2012, and (C) 9,960 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

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restricted stock in the event the Company exceeds the performance goals.

- (2) Of the shares subject to the stock appreciation right, 4,040 shares are fully vested. The remainder of the shares shall vest and become exercisable in two equal installments of 4,040 shares on March 19, 2014 and March 19, 2015.
- (3) Of the shares subject to the stock appreciation right, 5,216 shares are fully vested. The remaining 2,608 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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