

PVH CORP. /DE/  
Form 4  
January 18, 2012

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 PHILLIPS-VAN HEUSEN CORPORATION, 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)  
01/13/2012

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)  
Vice Chairman, Wholesale

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     | 01/13/2012                           |  | M                              |   |   | 10,000 | A   | \$ 38.98   | 41,434 <sup>(1)</sup>             | D          |       |
| Common Stock, \$1 par value     | 01/13/2012                           |  | M                              |   |   | 9,750  | A   | \$ 36.45   | 51,184 <sup>(1)</sup>             | D          |       |
| Common Stock, \$1 par value     | 01/13/2012                           |  | M                              |   |   | 10,000 | A   | \$ 26.11   | 61,184 <sup>(1)</sup>             | D          |       |
| Common Stock, \$1 par value     | 01/13/2012                           |  | S                              |   |   | 29,750 | D   | \$   | 31,434 <sup>(1)</sup>             | D          |       |

|                                   |                       |   |  |                   |
|-----------------------------------|-----------------------|---|--|-------------------|
| Stock, \$1<br>par value           | 75.4339<br><u>(2)</u> |   |  |                   |
| Common<br>Stock, \$1<br>par value | 543.56                | I |  | By 401(k)<br>Plan |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |        |
| Option<br>(Right to<br>Buy) <sup>(3)</sup>          | \$ 38.98   | 01/13/2012                              |   | M                                    | 10,000   | <u>(4)</u>   | 03/27/2016  | Common<br>Stock, \$1<br>par value      | 10,000 |
| Option<br>(Right to<br>Buy) <sup>(3)</sup>          | \$ 36.45   | 01/13/2012                              |   | M                                    | 9,750  | <u>(5)</u>   | 04/09/2018  | Common<br>Stock, \$1<br>par value      | 9,750  |
| Option<br>(Right to<br>Buy) <sup>(3)</sup>          | \$ 26.11   | 01/13/2012                              |   | M                                    | 10,000   | <u>(6)</u>   | 04/16/2019  | Common<br>Stock, \$1<br>par value      | 10,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| DUANE FRANCIS K<br>C/O PHILLIPS-VAN HEUSEN CORPORATION<br>200 MADISON AVENUE<br>NEW YORK, NY 10016 |               |           | Vice Chairman, Wholesale |       |

## Signatures

Francis K.  
Duane

01/18/2012

\_\_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).

(1) Includes 23,938 shares of Common Stock subject to awards of restricted stock units.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.05

(2) to \$75.81, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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

(4) Options to acquire 2,500 shares became exercisable on each of 3/27/07, 3/27/08, 3/27/09 and 3/27/10.

(5) This was part of a grant of 39,000 options. Options to acquire 9,750 shares became exercisable on each of 4/9/09, 4/9/10 and 4/9/11 and options to acquire a further 9,750 shares become exercisable on 4/9/12.

(6) This was part of a grant of 40,000 options. Options to acquire 10,000 shares became exercisable on each of 4/16/10 and 4/16/11 and options to acquire a further 10,000 become exercisable on each of 4/16/12 and 4/16/13.

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.