

SIRKIN ALLEN E

Form 4

June 27, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIRKIN ALLEN E

(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)
06/23/2011

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 ____ Other (specify
below) below)

President & COO

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)
Common Stock, \$1 par value (1)	06/23/2011		A	7,648	A \$ 0 (1)	150,197 (1) (4)	D
Common Stock, \$1 par value (1)	06/25/2011		F	5,807 (2)	D \$ 64.34	144,390 (5)	D
Common Stock, \$1 par value (1)	06/25/2011		F	2,323 (3)	D \$ 64.34	142,067 (6)	D

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Common
Stock, \$1
par value

18,041.97 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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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SIRKIN ALLEN E C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016	President & COO

Signatures

Allen E. Sirkin 06/27/2011
 **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) Represents shares subject to an award of restricted stock units. Each unit represents a contingent right to receive one share of Issuer's Common Stock. The units vest 25% (1,912 shares) on the second anniversary of grant, 25% (1,912 shares) on the third anniversary of grant and 50% (3,824 shares) on the fourth anniversary of grant. Vested shares are delivered as soon as practicable after they vest. This grant represents the annual equity grant required to be made to the reporting person under his employment agreement.

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- (2) Represents shares withheld to satisfy the Reporting Person's tax obligation in connection with the vesting of 11,562 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (3) Represents shares withheld to satisfy the Reporting Person's tax obligation in connection with the vesting of 4,625 restricted stock units. The restricted stock units were reported as directly owned shares at the time they were granted.
- (4) Includes 7,564 shares of Issuer's Common Stock owned outright by reporting person and 142,633 shares of Common Stock subject to awards of restricted stock units.
- (5) Includes 13,319 shares of Issuer's Common Stock owned outright by reporting person and 131,071 shares of Common Stock subject to awards of restricted stock units.
- (6) Includes 15,621 shares of Issuer's Common Stock owned outright by reporting person and 126,446 shares of Common Stock subject to awards of restricted stock units.

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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