

GEHRING FRED  
Form 4  
December 06, 2011

**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

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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 \*  
**GEHRING FRED**

2. Issuer Name and Ticker or Trading Symbol  
**PVH CORP. /DE/ [PVH]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O TOMMY HILFIGER U.S.A., INC., 601 WEST 26TH STREET**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/02/2011**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO of Tommy Hilfiger**

(Street)  
**NEW YORK, NY 10001**

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock, \$1 par value	12/02/2011		S <sup>(1)</sup>		5,345	D	\$ 74.0207 <sup>(2)</sup>	1,050,357 <sup>(3)</sup> I	By Elmira 5 B.V.
Common Stock, \$1 par value	12/05/2011		S <sup>(1)</sup>		23,545	D	\$ 74.2746 <sup>(4)</sup>	1,026,812 <sup>(3)</sup> I	By Elmira 5 B.V.
Common Stock, \$1 par value								60,562 <sup>(5)</sup> I	By Tommy Hilfiger Holding S.a.r.l.



## Edgar Filing: GEHRING FRED - Form 4

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.00 to \$74.11, 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) 993,346 of these shares are held in escrow. 409,024 of such shares will be released on each of May 6, 2012 and May 6, 2013. The remaining 175,298 of such shares will be released on May 6, 2012, subject to forfeiture if certain vesting conditions are not met. Earlier release of shares from escrow may occur under certain circumstances.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.00 to \$74.49, 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.

- (5) Represents shares of Common Stock beneficially owned by Tommy Hilfiger Holding S.a.r.l. ("THH") that Stichting Pakera (a holder of interests in THH) would be entitled to receive when and if shares of Common Stock beneficially owned by THH are distributed to Stichting Pakera. Stichting Pakera is a foundation, the beneficiaries of which are certain friends and family of Mr. Gehring, and Mr. Gehring has the right to vote the shares of Common Stock owned by Stichting Pakera. Mr. Gehring disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (6) Represents 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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