

SIRKIN ALLEN E
Form 4
June 27, 2011

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) ___ Other (specify below)
President & COO

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

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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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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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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