PVH CORP. /DE/ Form 4 June 24, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shaffer Michael A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) PVH CORP. /DE/ [PVH]

(Check all applicable)

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

Director _X__ Officer (give title

10% Owner Other (specify

C/O PVH CORP., 200 MADISON

AVENUE

below) Executive VP, CFO & COO

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

06/20/2013

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10016

(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)	xecution Date, if TransactionDisposed of (D) ny Code (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)				
Common Stock, \$1 par value	06/20/2013		Code V A	Amount 39,064 (1)	(D)	Price \$ 0 (1)	78,738 (2)	D			
Common Stock, \$1 par value	06/20/2013		F	20,146 (3)	D	\$ 120.32	58,592 (2)	D			
Common Stock, \$1 par value	06/24/2013		S	13,400	D	\$ 120.2997 (4)	45,192 <u>(2)</u>	D			
Common Stock, \$1	06/24/2013		S	5,600	D	\$ 120.2032	39,592 (2)	D			

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par value (5)

 Common
 By

 Stock, \$1
 6,667.052
 I
 401(k)

 par value
 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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price o Derivativ Security (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

Shaffer Michael A C/O PVH CORP. 200 MADISON AVENUE NEW YORK, NY 10016

Executive VP, CFO & COO

Signatures

Michael A. Shaffer 06/24/2013

**Signature of Date
Reporting Person

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).

Reporting Owners 2

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- (1) Represents shares received upon settlement of a performance share award.
- (2) Includes 20,434 shares of Common Stock subject to awards of restricted stock units.
- (3) Represents shares withheld to satisfy the Reporting Person's tax obligations in connection with the settlement of the performance share award described in Note (1) above.
- (4) This price is a weighted average price. The sales occurred at prices from \$120.00 to \$120.97. The reporting person will provide to the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (5) This price is a weighted average price. The sales occurred at prices from \$121.00 to \$121.02. The reporting person will provide to the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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.