

PERRY ELLIS INTERNATIONAL INC
 Form 4
 April 29, 2011

FORM 4

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

OMB APPROVAL

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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 *
FELDENKREIS OSCAR

2. Issuer Name and Ticker or Trading Symbol
PERRY ELLIS INTERNATIONAL INC [PERY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3000 N.W. 107TH AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/11/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and COO

MIAMI, FL 33172

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	843,639 ⁽¹⁾	I	See Footnote
Common Stock				(A) or (D) Price	375,000 ⁽²⁾	D	

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 28.38	04/11/2011		A	57,894	04/11/2012 ⁽³⁾	04/10/2018	Common Stock
Stock Appreciation Right	\$ 24.93					04/19/2011 ⁽⁴⁾	04/18/2017	Common Stock
Stock Options	\$ 4.63					03/18/2010 ⁽⁵⁾	03/17/2019	Common Stock
Stock Options	\$ 16.593					03/04/2004	03/03/2014	Common Stock
Stock Options	\$ 9.5					12/05/2002	12/04/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDENKREIS OSCAR 3000 N.W. 107TH AVENUE MIAMI, FL 33172	X	X	President and COO	

Signatures

/s/ Oscar
Feldenkreis 04/29/2011

**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) Owned by a limited partnership of which the Reporting Person is the sole shareholder of the general partner and the sole limited partner.
- (2) Represents 375,000 restricted shares of the Company's common stock, which generally vest 100% on Mr. Feldenkreis' 60th birthday, provided that he is still an employee of the Company on such date, and the Company has met certain performance criteria.

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- (3) The shares subject to the stock appreciation right shall vest and become exercisable as follows: 19,298 shares on April 11, 2012; 19,298 shares on April 11, 2013; and 19,298 shares on April 11, 2014.
- (4) The shares subject to the stock appreciation right shall vest and become exercisable as follows: 23,558 shares on April 19, 2011; 23,558 shares on April 19, 2012; and 23,558 shares on April 19, 2013.
- (5) The shares subject to the option shall vest and become exercisable as follows: 125,000 shares on March 18, 2011; and 125,000 shares on March 18, 2012.

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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