

PERRY ELLIS INTERNATIONAL INC  
 Form 4  
 June 14, 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 \*  
**BRITT ANITA D**

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 NW 107TH AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/13/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

MIAMI, FL 33172  
 (City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
Common Stock	06/13/2011		M	V	2,500 A \$ 4.53	15,953 <sup>(1)</sup>	D
Common Stock	06/13/2011		S		5,000 D \$ 25	10,953 <sup>(1)</sup>	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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.53	06/13/2011		M	2,500	03/17/2012 <sup>(2)</sup> 03/16/2019	Common Stock	2,500
Stock Appreciation Right	\$ 28.38					04/11/2012 <sup>(3)</sup> 04/10/2018	Common Stock	4,900
Stock Appreciation Right	\$ 24.93					04/19/2011 <sup>(4)</sup> 04/18/2017	Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRITT ANITA D 3000 NW 107TH AVENUE MIAMI, FL 33172			Chief Financial Officer	

## Signatures

/s/ Anita D. Britt                      06/14/2011  
 \*\*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).
- (1) Includes (i) 3,169 shares and 2,784 shares of restricted stock, which vest 100% on the date the Company files its Annual Report on Form 10-K for each of fiscal 2013 and fiscal 2014, respectively, provided that she is still an employee of the Company on such dates, and the Company has met certain performance criteria; and (ii) 5,000 shares of restricted stock which vest in two equal installments of 2,500 shares on each of March 2, 2012 and March 2, 2013.
- (2) The shares subject to the option shall vest and become exercisable as follows: 2,500 shares on March 17, 2012; and 2,500 shares on March 17, 2013.
- (3)

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The shares subject to the stock appreciation right shall vest and become exercisable as follows: 1,648 shares on April 11, 2012; 1,648 shares on April 11, 2013; and 1,648 shares on April 11, 2014.

- (4) 2,012 shares subject to the stock appreciation right are fully vested. The remainder of the shares shall vest and become exercisable as follows: 2,012 shares on April 19, 2012; and 2,012 shares on April 19, 2013.

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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