

FELDENKREIS GEORGE
Form 4
December 27, 2012

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 GEORGE

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)
12/18/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

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)
				Code V Amount (A) or (D) Price			
Common Stock	12/18/2012		M	250,000 A \$ 4.63	2,151,633 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)
Stock Options	\$ 4.63	12/18/2012		M	250,000	03/18/2010 03/17/2019	Common Stock
Stock Appreciation Right	\$ 18.19					03/19/2013 ⁽²⁾ 03/18/2019	Common Stock
Stock Appreciation Right	\$ 28.38					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	\$ 16.593					03/04/2004 03/03/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDENKREIS GEORGE 3000 N.W. 107TH AVENUE MIAMI, FL 33172	X	X	Chairman of the Board and CEO	

Signatures

/s/ Cory Shade by Power of Attorney
 12/27/2012
 **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) Includes 375,000 restricted shares of the Company's common stock, which generally vest 100% on Mr. Feldenkreis' 80th birthday, provided that he is still an employee of the Company on such date, and the Company has met certain performance criteria.
- (2) The shares subject to the stock appreciation right shall vest and become exercisable as follows: 29,895 shares on March 19, 2013; 29,895 shares on March 19, 2014; and 29,896 shares on March 19, 2015.
- (3) Of the shares subject to the stock appreciation right, 19,298 shares are fully vested. The remainder of the shares shall vest and become exercisable in two equal installments of 19,298 shares on April 11, 2013 and April 11, 2014.

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- (4) Of the shares subject to the stock appreciation right, 47,116 shares are fully vested. The remainder of the shares shall vest and become exercisable 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. 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.