

PERRY ELLIS INTERNATIONAL INC  
 Form 4  
 March 28, 2013

**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 \*  
 Harriman Stephen

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)  
 03/26/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, Bottoms Division

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/26/2013		D		7,700 (1)	D	
Common Stock	03/26/2013		A		2,507 (3)	D	
Common Stock	03/27/2013		S		2,041 (4)	D	
					\$ 18.213		
					16,291 (2)	D	
					18,798 (2)	D	
					16,757 (2)	D	

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

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number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 18.19					03/19/2013 <sup>(5)</sup>	03/18/2019	Common Stock	12,120
Stock Appreciation Right	\$ 28.38					04/11/2012 <sup>(6)</sup>	04/10/2018	Common Stock	7,824
Stock Options	\$ 4.63					03/18/2010	03/17/2019	Common Stock	23,959
Stock Appreciation Right	\$ 24.93					04/19/2011 <sup>(7)</sup>	04/18/2017	Common Stock	9,551

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harriman Stephen 3000 NW 107TH AVENUE MIAMI, FL 33172			President, Bottoms Division	

## Signatures

/s/ Cory Shade by Power of Attorney  
03/28/2013  
\*\*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).

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- (1) Reflects the forfeiture of restricted stock awarded pursuant to a grant made in October 2008, which was forfeited on March 26, 2013, because the Company did not meet the applicable performance goals.  
Includes (i) 4,405 shares of restricted stock granted in April 2011; and (ii) 6,872 shares of restricted stock granted in March 2012, which in all cases vest up to 100% on the date the Company files its Annual Report on Form 10-K for fiscal 2014 and fiscal 2015, respectively;
- (2) provided that Mr. Harriman is still an employee of the Company on such dates, and the Company has met certain performance criteria. With respect to the grants made in April 2011 and March 2012, Mr. Harriman may be entitled to up to an additional 50% of the restricted stock in the event the Company exceeds the performance goals.
- (3) Reflects additional shares awarded pursuant to a grant made in April 2010, which grant vested on March 26, 2013, because the Company exceeded the performance goals tied to the original grant.
- (4) Reflects shares sold to pay taxes associated with the vesting of restricted stock on March 26, 2013.
- (5) Of the shares subject to the stock appreciation right, 4,040 shares are fully vested. The remainder of the shares shall vest and become exercisable in two equal installments of 4,040 shares on March 19, 2014 and March 19, 2015.
- (6) Of the shares subject to the stock appreciation right, 2,608 shares are fully vested. The remainder of the shares shall vest and become exercisable in two equal installments of 2,608 shares on April 11, 2013 and April 11, 2014.
- (7) Of the shares subject to the stock appreciation right, 6,367 shares are fully vested. The remaining 3,184 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.

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