

PERRY ELLIS INTERNATIONAL, INC
 Form 4
 September 15, 2015

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)
 09/11/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/11/2015 | | S ⁽¹⁾ | V Amount (A) or (D) Price 24,486 D \$ 24.3461 | 1,018,589 ⁽²⁾ | I | See Footnote |
| Common Stock | 09/14/2015 | | S ⁽¹⁾ | V Amount (A) or (D) Price 3,337 D \$ 24.2176 | 1,015,252 ⁽²⁾ | I | See Footnote |
| Common Stock | | | | | 73,869 ⁽³⁾ | D | |
| Common Stock | | | | | 50,000 ⁽⁴⁾ | I | See Footnote |
| Common Stock | | | | | 50,000 ⁽⁵⁾ | I | See Footnote |

Common Stock 50,000 ⁽⁶⁾ I See Footnote

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Appreciation Right | \$ 28.38 | | | | | 04/11/2012 04/10/2018 | Common Stock 57,894 |
| Stock Appreciation Right | \$ 24.93 | | | | | 04/19/2011 04/18/2017 | Common Stock 70,674 |

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/ Cory Shade by Power of Attorney
09/15/2015
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 21, 2015.

(2) Owned by the Oscar Feldenkreis Revocable Trust UAD 05/06/11 (the "Trust"), of which the Reporting Person is Trustee. Reflects a transfer of 290,865 shares from the Reporting Person to the Trust.

Represents (i) 14,820 shares of restricted stock granted under the Perry Ellis International, Inc. Second Amended and Restated 2005 Long-Term Incentive Compensation Plan, as may be amended and restated from time to time (the "Plan"), which vest in three equal annual installments commencing on April 22, 2016; (ii) 41,500 shares of restricted stock granted under the Plan, which vest in two equal annual installments commencing on April 28, 2016; and (iii) 17,549 shares of restricted stock granted under the Plan, which vest on April 30, 2016. Reflects a transfer of 290,865 shares from the Reporting Person to the Trust.

(4) Owned by the Erica Feldenkreis 2012 Irrevocable Trust UAD 10/17/12, of which the Reporting Person's spouse is the Trustee.

(5) Owned by the Jennifer Feldenkreis 2012 Irrevocable Trust UAD 10/17/12, of which the Reporting Person's spouse is the Trustee.

(6) Owned by the Stephanie Feldenkreis 2012 Irrevocable Trust UAD 10/17/12, of which the Reporting Person's spouse is the Trustee.

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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