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PERRY ELLIS INTERNATIONAL, INC

Form 4

September 18, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
Estimated average

Estimated average burden hours per response... 0.5

X 10% Owner

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

X Director

box

1. Name and Address of Reporting Person *

(First)

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

PERRY ELLIS INTERNATIONAL,

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

Symbol

(Middle)

INC [PERY]

3. Date of Earliest Transaction

1(b).

(Last)

(Print or Type Responses)

FELDENKREIS OSCAR

3000 N.W.	107TH AVENU	E		Day/Year)	ransaction		_	_X Director _X Officer (give t elow) Presic	title Othe below) dent and COO	or (specify
	(Street)			endment, I onth/Day/Ye	Oate Origina ar)	al	A	. Individual or Joi pplicable Line) X_ Form filed by Or		
MIAMI, F	_				Form filed by More than One Reporting erson					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic								or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	sed of		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	09/16/2015			S(1)	16,154	D	\$ 24.0576	999,098 (2)	I	See Footnote
Common Stock	09/17/2015			S(1)	129	D	\$ 24.01	998,969 (2)	I	See Footnote
Common Stock	09/18/2015			S <u>(1)</u>	35,416	D	\$ 24.1194	963,553 (2)	I	See Footnote
Common Stock								73,869 (3)	D	
Common Stock								50,000 (4)	I	See Footnote

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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.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				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		09/18/2015	i					
**Signature of Reporting Person		Date						

Reporting Owners 2

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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.
- 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
- (3) 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. 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.