

PERRY ELLIS INTERNATIONAL, INC
 Form 4
 September 18, 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)
 09/16/2015

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)
			Code	V Amount (A) or (D) Price			
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 ⁽¹⁾	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

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.

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.