

PERRY ELLIS INTERNATIONAL, INC
 Form 4
 April 22, 2016

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)
 04/20/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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 Ownership (Instr. 4)
Common Stock	04/20/2016		A	(A) or (D) V Amount 66,499 (1)	\$ 0 140,368 (2)	D	
Common Stock					952,235 (3)	I	See Footnote
Common Stock					50,000 (4)	I	See Footnote
Common Stock					50,000 (5)	I	See Footnote
Common Stock					50,000 (6)	I	See Footnote

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

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(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. 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)	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 CEO	

Signatures

/s/ Cory Shade by Power of Attorney
Date: 04/22/2016

**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) Represents (i) 22,166 shares of restricted stock granted under the Issuer's 2015 Long-Term Incentive Compensation Plan (the "Plan"), the successor to the Second Amended and Restated 2005 Long-Term Incentive Compensation Plan (the "2005 Plan"), which vest in three equal annual installments commencing on April 20, 2017; and (ii) 44,333 shares of performance stock granted under the Plan, which vest

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up to 100% provided that certain performance goals have been achieved and the Reporting Person is still an employee of the Company as of the last day of fiscal 2019. With respect to the grant in (ii), the Reporting Person may be entitled to additional performance stock if the Company exceeds the performance goals.

- (2) Includes (i) 22,166 shares of restricted stock granted under the Plan, which vest in three equal annual installments commencing on April 20, 2017; (ii) 44,333 shares of performance stock granted under the Plan, which vest up to 100% provided that certain performance goals have been achieved and the Reporting Person is still an employee of the Company as of the last day of fiscal 2019; (iii) 14,820 shares of restricted stock granted under the 2005 Plan, 4,940 shares of which vest on April 22, 2016, and 9,880 shares of which vest in two equal annual installments commencing on April 22, 2017; (iv) 41,500 shares of restricted stock granted under the 2005 Plan, which vest in two equal annual installments commencing on April 28, 2016; and (v) 17,549 shares of restricted stock granted under the 2005 Plan, which vest on April 30, 2016. With respect to the grant in (ii), the Reporting Person may be entitled to additional performance stock if the Company exceeds the performance goals.
- (3) Owned by the Oscar Feldenkreis Revocable Trust UAD 05/06/11 (the "Trust"), of which the Reporting Person is Trustee.
- (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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