

PERRY ELLIS INTERNATIONAL, INC
 Form 4
 April 26, 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 *
 BRITT ANITA D

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)
 04/22/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

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	04/22/2016		F	V 291 (1) D	(A) or (D) \$ 19.25	30,346 (2) D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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	\$ 18.19					03/19/2013 03/18/2019	Common Stock	7,660
Stock Option (right to buy)	\$ 4.53					03/17/2012 03/16/2019	Common Stock	5,000
Stock Appreciation Right	\$ 28.38					04/11/2012 04/10/2018	Common Stock	4,944
Stock Appreciation Right	\$ 24.93					04/19/2011 04/18/2017	Common Stock	6,036

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRITT ANITA D 3000 N.W. 107TH AVENUE MIAMI, FL 33172			Chief Financial Officer	

Signatures

/s/ Anita D. Britt 04/26/2016
 **Signature of Date
 Reporting Person

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 shares withheld to pay taxes resulting from vesting of restricted shares.
 - (2) Includes (i) 4,485 restricted shares granted under the 2015 Long-Term Incentive Compensation Plan (the "Plan"), successor to the Second Amended and Restated 2005 Long-Term Incentive Compensation Plan (the "2005 Plan"), which vest over three years beginning April 20, 2017; (ii) 8,968 performance shares granted under the Plan, which vest up to 100% if certain performance goals are met and the Reporting Person is employed by the Company on the last day of fiscal 2019 (and the Reporting Person may be entitled to additional

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performance shares if the Company exceeds the performance goals); (iii) 2,196 restricted shares granted under the 2005 Plan, which vest over two years beginning April 22, 2017; (iv) 5,532 restricted shares granted under the 2005 Plan, which vest over two years beginning April 28, 2016; and (v) 2,339 restricted shares granted under the 2005 Plan, which vest on April 30, 2016.

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.