

PERRY ELLIS INTERNATIONAL, INC
 Form 4
 November 30, 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)
 11/29/2016

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

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	11/29/2016		G	V 8,000 D \$ 0	919,235 ⁽¹⁾	I	See Footnote
Common Stock					128,540 ⁽²⁾	D	
Common Stock					50,000 ⁽³⁾	I	See Footnote
Common Stock					50,000 ⁽⁴⁾	I	See Footnote
Common Stock					50,000 ⁽⁵⁾	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	CEO and President	

Signatures

/s/ Cory Shade by Power of Attorney

11/30/2016

__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) Owned by the Oscar Feldenkreis Revocable Trust UAD 05/06/11 (the "Trust"), of which the Reporting Person is Trustee.

(2)

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Includes (i) 22,166 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) 44,333 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 performance shares if the Company exceeds the performance goals); (iii) 9,880 restricted shares granted under the 2005 Plan, which vest over two years beginning April 22, 2017; and (iv) 20,750 restricted shares granted under the 2005 Plan, which vest on April 28, 2017.

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