

PERRY ELLIS INTERNATIONAL, INC
 Form 4
 January 06, 2017

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 *
 Paez Luis S

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)
 01/05/2017

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/05/2017		M		10,000	A	\$ 4.63
					33,802	(1)	D
Common Stock	01/05/2017		S		10,000	D	\$ 24.3369
					23,802	(1)	D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Options	\$ 4.63	01/05/2017		M	10,000	03/18/2010 03/17/2019	Common Stock	10,000
Stock Appreciation Right	\$ 18.19					03/19/2013 03/18/2019	Common Stock	7,300
Stock Appreciation Right	\$ 28.38					04/11/2012 04/10/2018	Common Stock	4,700
Stock Appreciation Right	\$ 24.93					04/19/2011 04/18/2017	Common Stock	5,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paez Luis S 3000 N.W. 107TH AVENUE MIAMI, FL 33172			Chief Information Officer	

Signatures

/s/ Cory Shade by Power of Attorney
01/06/2017
**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) Includes (i) 4,605 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) 9,206 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) 2,110 restricted shares granted under the 2005 Plan, which vest over two years beginning April 22, 2017; and (iv) 2,658 restricted shares granted under the 2005 Plan, which vest on April 28, 2017.

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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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