

Crocs, Inc.
Form 4
July 05, 2007

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 *
MARGOLIS MICHAEL C

(Last) (First) (Middle)
C/O CROCS, INC., 6328
MONARCH PARK PLACE
(Street)

NIWOT, CO 80503

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Crocs, Inc. [CROX]

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Sales & Marketing

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/02/2007		M		11,669 A \$ 2.85	67,727 ⁽¹⁾	D
Common Stock	07/02/2007		S ⁽²⁾		3,798 D \$ 43.14	63,929	D
Common Stock	07/02/2007		S ⁽²⁾		1,968 D \$ 43.17	61,961	D
Common Stock	07/02/2007		S ⁽²⁾		3,148 D \$ 43.25	58,813	D
Common Stock	07/02/2007		S ⁽²⁾		2,755 D \$ 43.31	56,058	D

Common Stock	400 ⁽¹⁾	I	By daughter <u>(3)</u>
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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			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 2.85 ⁽⁴⁾	07/02/2007		M		11,669 ⁽⁴⁾		⁽⁵⁾	07/31/2015	Common Stock	11,669

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARGOLIS MICHAEL C C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503			VP - Sales & Marketing	

Signatures

/s/ Maura Coffin, Attorney in Fact	07/05/2007
<u> </u> **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).

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- (1) On June 15, 2007, the common stock of Crocs, Inc. split 2-for-1, resulting in the reporting person's direct ownership of 28,029 additional shares and indirect ownership of 200 additional shares of common stock.
- (2) The shares were sold pursuant to a sales plan adopted by the reporting person on May 22, 2007 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
The reporting person disclaims beneficial ownership of these securities except to the extent the reporting person is deemed to have a pecuniary interest in the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) This option was previously reported as covering 110,847 shares at an exercise price of \$5.69 per share, but was adjusted to reflect the stock split that occurred on June 15, 2007.
Of the 210,025 options remaining, none are currently vested. The option shares will vest in a series of 18 equal monthly installments upon
- (5) the reporting person's completion of each additional month of continuous employment with the issuer. The option is subject to early exercise.

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.