

BARNES MICHAEL W
Form 4
March 03, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
BARNES MICHAEL W

(Last) (First) (Middle)

2280 N. GREENVILLE AVE.

(Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FOSSIL INC [FOSL]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2010

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)

President and COO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/01/2010 | | M | | 14,400 | A | \$ 18.41 |
| Common Stock | 03/01/2010 | | D | | 7,234 | D | \$ 18.41 |
| Common Stock | 03/01/2010 | | F | | 2,612 | D | \$ 0 |
| Common Stock | 03/02/2010 | | S | | 4,554 | D | \$ 36.65 |
| Common Stock | 03/03/2010 | | G ⁽¹⁾ | V | 1,000 | D | \$ 0 |
| | | | | | | | 106,382 ⁽²⁾ |

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 18.41 | 03/01/2010 | | M | 14,400 | 02/19/2007 | 02/19/2014 | Common Stock | 14,400 |
| Stock Appreciation Right | \$ 22.63 | | | | | 02/01/2008 | 02/01/2015 | Common Stock | 40,000 |
| Stock Appreciation Right | \$ 31.24 | | | | | 06/01/2008 | 06/01/2015 | Common Stock | 36,000 |
| Stock Appreciation Right | \$ 30.71 | | | | | 03/15/2009 | 03/15/2016 | Common Stock | 75,000 |
| Stock Appreciation Right | \$ 13.65 | | | | | 03/15/2010 | 03/15/2017 | Common Stock | 50,000 |
| Stock Options (Right to Buy) | \$ 25.77 | | | | | 03/08/2006 | 03/08/2015 | Common Stock | 40,000 |
| Stock Options (Right to Buy) | \$ 22.1733 | | | | | 09/11/2007 | 02/23/2014 | Common Stock | 60,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|----------------------|-------|
| BARNES MICHAEL W 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082 | X | | President and COO | |

Signatures

/s/ Michael W.
Barnes

03/03/2010

__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) Bona fide gift without consideration of any kind.
- (2) Includes 29,089 shares of restricted stock, 66,280 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
- (3) Not applicable.

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.