

PRITCHARD JENNIFER  
Form 4  
March 17, 2011

**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 \*  
PRITCHARD JENNIFER

(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)  
03/15/2011

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)  
Divisional President

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	03/15/2011		F		2,774	D	\$ 0
Common Stock <sup>(1)</sup>	03/15/2011		A		4,236	A	\$ 0
Common Stock	03/15/2011		M		3,000	A	\$ 30.71
Common Stock	03/15/2011		D		1,135	D	\$ 30.71
Common Stock	03/15/2011		F		493	D	\$ 0

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Common Stock	03/15/2011	M	4,800	A	\$ 13.65	36,704	D
Common Stock	03/15/2011	D	807	D	\$ 13.65	35,897	D
Common Stock	03/15/2011	F	1,056	D	\$ 0	34,841	D
Common Stock	03/15/2011	M	5,575	A	\$ 38.395	40,416	D
Common Stock	03/15/2011	D	2,636	D	\$ 38.395	37,780	D
Common Stock	03/15/2011	F	954	D	\$ 0	36,826	D
Common Stock	03/16/2011	S	6,294	D	\$ 82	30,532 <sup>(2)</sup>	D

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 81.23	03/15/2011		A	10,142	03/15/2012 <sup>(3)</sup>	03/15/2019	Common Stock
Stock Appreciation Right	\$ 30.71	03/15/2011		M	3,000	03/15/2009	03/15/2016	Common Stock
Stock Appreciation Right	\$ 13.65	03/15/2011		M	4,800	03/15/2010	03/15/2017	Common Stock
Stock Appreciation Right	\$ 38.395	03/15/2011		M	5,575	03/15/2011	03/15/2018	Common Stock

Stock Appreciation \$ 19.15 Right	09/05/2007	09/05/2014	Common Stock
Stock Appreciation \$ 31.24 Right	06/01/2008	06/01/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRITCHARD JENNIFER 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082			Divisional President	

## Signatures

/s/ Randy S. Hyne,  
Attorney-in-Fact

03/17/2011

\*\*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) Restricted Stock Units
- (2) After giving effect to the grant of restricted stock units reported herein, includes 25,703 restricted stock units.
- (3) Exercisable as to 1/3 on 3/15/12; as to 1/3 on 3/15/13; and as to 1/3 on 3/15/14, cumulatively.
- (4) 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.