

BARNES MICHAEL W
Form 4
March 17, 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)
03/13/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/13/2010 | | F | 3,281 D \$ 0 | 102,571 ⁽¹⁾ | D | |
| Common Stock | 03/15/2010 | | F | 3,938 D \$ 0 | 98,633 ⁽²⁾ | D | |
| Common Stock ⁽³⁾ | 03/15/2010 | | A | 19,534 ⁽⁴⁾ A \$ 0 | 118,167 ⁽⁵⁾ | D | |
| Common Stock ⁽³⁾ | 03/15/2010 | | A | 8,465 ⁽⁶⁾ A \$ 0 | 126,632 ⁽⁷⁾ | 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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of |
| Stock Appreciation Right | \$ 38.395 | 03/15/2010 | | A | 39,383 | 03/15/2011 ⁽⁴⁾ 03/15/2018 | Common Stock 39,383 |
| Stock Appreciation Right | \$ 18.41 | | | | | 02/19/2007 02/19/2014 | Common Stock 9,383 |
| Stock Appreciation Right | \$ 22.63 | | | | | 02/01/2008 02/01/2015 | Common Stock 4,383 |
| Stock Appreciation Right | \$ 31.24 | | | | | 06/01/2008 06/01/2015 | Common Stock 3,383 |
| Stock Appreciation Right | \$ 30.71 | | | | | 03/15/2009 03/15/2016 | Common Stock 7,383 |
| Stock Appreciation Right | \$ 13.65 | | | | | 03/15/2010 03/15/2017 | Common Stock 5,383 |
| Stock Options (Right to Buy) | \$ 22.1733 | | | | | 09/11/2007 02/23/2014 | Common Stock 6,383 |
| Stock Options (Right to Buy) | \$ 25.77 | | | | | 03/08/2006 03/08/2015 | Common Stock 4,383 |

Reporting Owners

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

Signatures

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

03/17/2010

__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) Includes 25,278 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.
- (2) Includes 25,278 shares of restricted stock, 55,480 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
- (3) Restricted Stock Units
- (4) Exercisable as to 1/3 on 3/15/11; as to 1/3 on 3/15/12; and as to 1/3 on 3/15/13, cumulatively.
- (5) After giving effect to the grant of restricted stock units reported herein, includes 25,278 shares of restricted stock, 75,014 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
- (6) Exercisable as to 50% on 3/15/11; and as to 50% on 3/15/12, cumulatively.
- (7) After giving effect to the grant of restricted stock units reported herein, includes 25,278 shares of restricted stock, 83,479 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
- (8) 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.