

Crocs, Inc.
Form 4
June 12, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SHARP RICHARD L

(Last) (First) (Middle)

9020 STONY POINT PARKWAY,
SUITE 180

(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2007

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)

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				(A) or (D)	Price
Common Stock	06/08/2007		S			5,364	D	\$ 85.4	446,820	I	By RLS Trust
Common Stock	06/08/2007		S			2,400	D	\$ 85.42	444,420	I	By RLS Trust
Common Stock	06/08/2007		S			900	D	\$ 85.43	443,520	I	By RLS Trust
Common Stock	06/08/2007		S			3,910	D	\$ 85.45	439,610	I	By RLS Trust
Common Stock	06/08/2007		S			1,200	D	\$ 85.46	438,410	I	By RLS Trust

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Common Stock	06/08/2007	S	200	D	\$ 85.47	438,210	I	By RLS Trust
Common Stock	06/08/2007	S	800	D	\$ 85.51	437,410	I	By RLS Trust
Common Stock	06/08/2007	S	700	D	\$ 85.52	436,710	I	By RLS Trust
Common Stock	06/08/2007	S	100	D	\$ 85.53	436,610	I	By RLS Trust
Common Stock	06/08/2007	S	700	D	\$ 85.54	435,910	I	By RLS Trust
Common Stock	06/08/2007	S	12,670	D	\$ 85.6	423,240	I	By RLS Trust
Common Stock	06/08/2007	S	1,400	D	\$ 85.61	421,840	I	By RLS Trust
Common Stock	06/08/2007	S	100	D	\$ 85.62	421,740	I	By RLS Trust
Common Stock	06/08/2007	S	500	D	\$ 85.63	421,240	I	By RLS Trust
Common Stock	06/08/2007	S	200	D	\$ 85.64	421,040	I	By RLS Trust
Common Stock	06/08/2007	S	100	D	\$ 85.65	420,940	I	By RLS Trust
Common Stock	06/08/2007	S	5,430	D	\$ 85.85	415,510	I	By RLS Trust
Common Stock	06/08/2007	S	10	D	\$ 85.89	415,500	I	By RLS Trust
Common Stock	06/08/2007	S	13,850	D	\$ 86	401,650	I	By RLS Trust
Common Stock	06/08/2007	S	150	D	\$ 86.02	401,500	I	By RLS Trust
Common Stock	06/08/2007	S	300	D	\$ 86.06	401,200	I	By RLS Trust
Common Stock	06/08/2007	S	700	D	\$ 86.08	400,500	I	By RLS Trust
Common Stock	06/08/2007	S	500	D	\$ 86.09	400,000	I	By RLS Trust
Common Stock						58,405	I	By EGG & RS, LLC ⁽¹⁾
Common Stock						58,405	I	By RBG & RS,

						LLC ⁽¹⁾
Common						By BES &
Stock			58,405	I		RS, LLC
						<u>(1)</u>

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

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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHARP RICHARD L
9020 STONY POINT PARKWAY, SUITE 180 X
RICHMOND, VA 23235

Signatures

/s/ John Gaddis, Attorney 06/12/2007
in Fact

 **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) Mr. Sharp is the sole manager of BES & RS, LLC, EGG & RS, LLC and RBG & RS, LLC and exercises voting and investment power of the shares beneficially owned by each company.

Remarks:

Part 4 (of 4)

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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