MARGOLIS MICHAEL C
Form 4
May 03, 2007

FORM 4

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

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

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).

(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)
05/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/01/2007		M		5,835	A	$ 5.69	33,864	D	
Common Stock	05/01/2007		S(1)		500	D	$ 55	33,364	D	
Common Stock	05/01/2007		S(1)		500	D	$ 55.01	32,864	D	
Common Stock	05/01/2007		S(1)		300	D	$ 55.03	32,564	D	
Common Stock	05/01/2007		S(1)		512	D	$ 55.04	32,052	D	

Common Stock	05/01/2007	S[(1)]	500	D	$ 55.12	31,552	D	
Common Stock	05/01/2007	S[(1)]	500	D	$ 55.13	31,052	D	
Common Stock	05/01/2007	S[(1)]	1,000	D	$ 55.15	30,052	D	
Common Stock	05/01/2007	S[(1)]	1,000	D	$ 55.16	29,052	D	
Common Stock	05/01/2007	S[(1)]	100	D	$ 55.25	28,952	D	
Common Stock	05/01/2007	S[(1)]	88	D	$ 55.26	28,864	D	
Common Stock	05/01/2007	S[(1)]	300	D	$ 55.27	28,564	D	
Common Stock	05/01/2007	S[(1)]	535	D	$ 55.28	28,029	D	
Common Stock						200	I	By daughter [(2)]

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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	$ 5.69	05/01/2007		M			5,835	[(3)]	07/31/2015	Common Stock	5,835	

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/ John Gaddis, Attorney-in-Fact	05/03/2007
**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) The shares reported on this Form 4 were sold pursuant to a sales plan adopted by the reporting person on February 26, 2007 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

(2) The reporting person disclaims beneficial ownership of these securities except to the extent that the reporting person is deemed to have a pecunicary 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) Of the 116,680 options remaining, none are currently vested. The option shares will vest in a series of 21 equal monthly installments. 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.
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