

Crocs, Inc.
Form 4
August 02, 2007

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 *
CROGHAN RAYMOND D

(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)
07/31/2007

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	07/31/2007		S		220 D \$ 60.05	3,506	I By trust <u>(1)</u>
Common Stock	07/31/2007		S		84 D \$ 60.06	3,422	I By trust <u>(1)</u>
Common Stock	07/31/2007		S		105 D \$ 60.07	3,317	I By trust <u>(1)</u>
Common Stock	07/31/2007		S		22 D \$ 60.08	3,295	I By trust <u>(1)</u>
Common Stock	07/31/2007		S		537 D \$ 60.1	2,758	I By trust <u>(1)</u>

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Common Stock	07/31/2007	S	3	D	\$ 60.11	2,755	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	45	D	\$ 60.12	2,710	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	147	D	\$ 60.13	2,563	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	83	D	\$ 60.14	2,480	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	2	D	\$ 59.94	4,478	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	56	D	\$ 59.95	4,422	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	3	D	\$ 59.96	4,419	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	20	D	\$ 59.97	4,399	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	8	D	\$ 59.99	4,391	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	304	D	\$ 60	4,087	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	231	D	\$ 60.01	3,856	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	76	D	\$ 60.02	3,780	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	43	D	\$ 60.03	3,737	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	11	D	\$ 60.04	3,726	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	220	D	\$ 60.05	3,506	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	84	D	\$ 60.06	3,422	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	105	D	\$ 60.07	3,317	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	22	D	\$ 60.08	3,295	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	537	D	\$ 60.1	2,758	I	By trust <u>(1)</u>
Common Stock	07/31/2007	S	3	D	\$ 60.11	2,755	I	By trust <u>(1)</u>
	07/31/2007	S	45	D		2,710	I	By trust <u>(1)</u>

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Common Stock							\$					60.12	
Common Stock	07/31/2007		S	147	D		\$	2,563	I			60.13	By trust ⁽¹⁾
Common Stock	07/31/2007		S	83	D		\$	2,480	I			60.14	By trust ⁽¹⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.
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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.51 ⁽²⁾	07/31/2007		M	28,516 ⁽²⁾	⁽³⁾ 09/01/2011	Common Stock	28,516

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROGHAN RAYMOND D C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503			X	

Signatures

/s/ Erik Rebich, Attorney in Fact 08/02/2007

 **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).
- The reporting person disclaims beneficial ownership of these securities except to the extent the reporting person is deemed to have a pecuniary 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.
- (1) This option was previously reported as covering 116,810 shares at an exercise price of \$1.02 per share, but was adjusted to reflect the stock split that occurred on June 15, 2007.
 - (2) Of the 205,104 options remaining, 88,294 are currently vested. The 116,810 unvested options will vest in two equal installments on September 1, 2007 and September 1, 2008. The option is subject to early exercise.

Remarks:

Part 2 (of 2)

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.