

SNYDER RONALD R
Form 4
October 03, 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 *
SNYDER RONALD R

(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)
10/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and 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 or (D) Price			
Common Stock	10/01/2007		A	31,304 A \$ 0 ⁽¹⁾	64,464	I	By spouse ⁽²⁾
Common Stock	10/01/2007		S ⁽³⁾	3,427 D \$ 66.49	61,037	I	By spouse ⁽²⁾
Common Stock	10/01/2007		S ⁽³⁾	6,093 D \$ 66.5	54,944	I	By spouse ⁽²⁾
Common Stock	10/01/2007		S ⁽³⁾	8,187 D \$ 66.51	46,757	I	By spouse ⁽²⁾
Common Stock	10/01/2007		S ⁽³⁾	5,331 D \$ 66.52	41,426	I	By spouse ⁽²⁾

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Common Stock	10/01/2007	<u>S</u> (3)	9,139	D	\$ 66.53	32,287	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	7,616	D	\$ 66.55	24,671	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	3,808	D	\$ 66.6	20,863	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	1,714	D	\$ 66.61	19,149	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	2,094	D	\$ 66.62	17,055	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	1,142	D	\$ 66.64	15,913	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	1,634	D	\$ 66.8	14,279	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	952	D	\$ 66.88	13,327	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	3,808	D	\$ 66.9	9,519	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	2,170	D	\$ 67	7,349	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	38	D	\$ 67.03	7,311	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	76	D	\$ 67.04	7,235	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	1,524	D	\$ 67.09	5,711	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	1,142	D	\$ 67.19	4,569	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	952	D	\$ 67.21	3,617	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	381	D	\$ 67.36	3,236	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	952	D	\$ 67.4	2,284	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	1,142	D	\$ 67.62	1,142	I	By spouse (2)
Common Stock	10/01/2007	<u>S</u> (3)	1,142	D	\$ 67.72	0	I	By spouse (2)
Common Stock	10/01/2007	M	9,734	A	\$ 0	696,030	D	
						23,362	I	

Common
Stock

By child
(2)

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

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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 or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Award	(4)	10/01/2007		M	9,734	(4)	(4)	Common Stock	9,734

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNYDER RONALD R C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503	X		CEO and President	

Signatures

/s/ Erik Rebich, Attorney
in Fact 10/03/2007

 **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 common stock is issued pursuant to a Restricted Stock Award granted on April 27, 2005.
- (2)

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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.

- (3) The shares were sold pursuant to a sales plan adopted by the reporting person's spouse on September 14, 2007 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (4) The 107,032 unvested shares of restricted stock will vest in 11 successive monthly installments on the first day of each month ending on September 1, 2008, provided that the reporting person remains employed by the issuer as of each issuance date.

- This Form 4 updates the number of shares of restricted stock held by the reporting person under a Restricted Stock Award granted on April 27, 2005 and reported on Form 3 filed February 7, 2006. Since February 7, 2006, 194,718 shares of common stock (adjusted for the 2-for-1 stock split that occurred on June 15, 2007) have been issued to the reporting person pursuant to the Restricted Stock Award, as reported on previous Forms 4. 107,032 shares of restricted stock remain unvested under the terms of the Restricted Stock Award.
- (5)

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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