

Crocs, Inc.
Form 4
May 04, 2009

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 *
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)
04/30/2009

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)						
Stock Option (Right to Buy)	\$ 14.47 <u>(1)</u>	04/30/2009	D	58,406 <u>(1)</u>				<u>(3)</u>	05/12/2013	Common Stock	58,406
Stock Option (Right to Buy)	\$ 19.61 <u>(4)</u>	04/30/2009	D	20,000 <u>(4)</u>				<u>(5)</u>	10/30/2013	Common Stock	20,000
Stock Option (Right to Buy)	\$ 47.88	04/30/2009	D	20,000				<u>(6)</u>	07/08/2014	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARP RICHARD L 9020 STONY POINT PARKWAY, SUITE 180 RICHMOND, VA 23235	X			

Signatures

/s/ Erik Rebich, Attorney-in-Fact 05/04/2009

__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) This option was previously reported as covering 29,203 shares at an exercise price of \$28.94 per share, but was adjusted to reflect the two-for-one stock split that occurred on June 15, 2007.
On April 30, 2009, the issuer canceled the option pursuant to an issuer tender offer described in the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on April 2, 2009, as amended. The reporting person tendered the option in exchange for a cash payment.
 - (2) The canceled option provided for vesting in four equal annual installments on May 12, 2007, May 12, 2008, May 12, 2009 and May 12, 2010.
 - (3) This option was previously reported as covering 10,000 shares at an exercise price of \$39.22 per share, but was adjusted to reflect the two-for-one stock split that occurred on June 15, 2007.
 - (4)

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- (5) The canceled option provided for vesting in four equal annual installments on the dates of the four annual meetings of stockholders following the grant date, beginning with the 2007 annual meeting of stockholders.
- (6) The canceled option provided for vesting in four equal annual installments on the dates of the four annual meetings of stockholders following the grant date, beginning with the 2008 annual meeting of stockholders.

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.