

BARNES MICHAEL W

Form 4

March 10, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BARNES MICHAEL W

(Last) (First) (Middle)

2280 N. GREENVILLE AVE.

(Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
FOSSIL INC [FOSL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2009

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)

President and COO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 03/08/2009                              |                                                             | F                                    |                                                                            | 530                                                                                                                | D \$ 0                                                               | 128,773 <sup>(1)</sup> D                                          |

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  
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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)**

## Edgar Filing: BARNES MICHAEL W - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Stock<br>Appreciation<br>Right                      | \$ 18.41                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/19/2007 02/19/2014                                          | Common<br>Stock 24,000                                              |
| Stock<br>Appreciation<br>Right                      | \$ 22.63                                                              |                                         |                                                             |                                         |                                                                                                                       | 02/01/2008 02/01/2015                                          | Common<br>Stock 40,000                                              |
| Stock<br>Appreciation<br>Right                      | \$ 31.24                                                              |                                         |                                                             |                                         |                                                                                                                       | 06/01/2008 06/01/2015                                          | Common<br>Stock 36,000                                              |
| Stock<br>Appreciation<br>Right                      | \$ 30.71                                                              |                                         |                                                             |                                         |                                                                                                                       | 03/15/2009 03/15/2016                                          | Common<br>Stock 75,000                                              |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 25.77                                                              |                                         |                                                             |                                         |                                                                                                                       | 03/08/2006 03/08/2015                                          | Common<br>Stock 40,000                                              |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 11.7133                                                            |                                         |                                                             |                                         |                                                                                                                       | 09/11/2007 02/24/2013                                          | Common<br>Stock 51,000                                              |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 22.1733                                                            |                                         |                                                             |                                         |                                                                                                                       | 09/11/2007 02/23/2014                                          | Common<br>Stock 60,000                                              |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                      |       |
|---------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                     | Director      | 10% Owner | Officer              | Other |
| BARNES MICHAEL W<br>2280 N. GREENVILLE AVE.<br>RICHARDSON, TX 75082 | X             |           | President<br>and COO |       |

## Signatures

/s/ Michael W.

Barnes

03/10/2009

\_\_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) Includes 62,959 shares of restricted stock, 55,760 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2008.

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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