

SHROFF JAL S  
Form 4  
May 26, 2011

**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 \*  
SHROFF JAL S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2280 N. GREENVILLE AVE.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/25/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

RICHARDSON, TX 75082

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock	05/25/2011		A	987 <sup>(1)</sup> A	\$ 0 3,578 <sup>(2)</sup>	D	
Common Stock					670,442	I	Healing Light Limited

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 25.77					Date Exercisable: 03/08/2006 Expiration Date: 03/08/2015	Common Stock	10,000
Stock Options (Right to Buy)	\$ 11.7133					Date Exercisable: 03/25/2008 Expiration Date: 02/24/2013	Common Stock	15,000
Stock Options (Right to Buy)	\$ 22.48					Date Exercisable: 03/25/2008 Expiration Date: 02/23/2014	Common Stock	15,000
Stock Options (Right to Buy)	\$ 31.24					Date Exercisable: 06/01/2008 Expiration Date: 06/01/2017	Common Stock	20,000
Stock Options (Right to Buy)	\$ 30.71					Date Exercisable: 03/15/2009 Expiration Date: 03/15/2018	Common Stock	10,000
Stock Options (Right to Buy)	\$ 13.65					Date Exercisable: 03/15/2010 Expiration Date: 03/15/2019	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

SHROFF JAL S  
2280 N. GREENVILLE AVE.  
RICHARDSON, TX 75082

## Signatures

/s/ Randy S. Hyne,  
Attorney-in-Fact

05/26/2011

\_\_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) Restricted Stock Units that shall become one hundred percent (100%) vested and convertible into shares of Common Stock on the earlier of the first anniversary of the Date of Grant or the first Annual Stockholders Meeting following the Date of Grant.
- (2) After giving effect to the grant of restricted stock units reported herein, includes 987 restricted stock units.

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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