

SHROFF JAL S
Form 4
June 10, 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)
06/08/2011

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/08/2011 | | M | | 3,376 | A | \$ 11.7133 |
| Common Stock | 06/08/2011 | | M | | 15,000 | A | \$ 22.48 |
| Common Stock | 06/08/2011 | | S | | 18,376 | D | \$ 101.5157 |
| Common Stock | 06/08/2011 | | M | | 10,000 | A | \$ 25.77 |
| Common Stock | 06/08/2011 | | M | | 6,000 | A | \$ 30.71 |
| Common Stock | 06/08/2011 | | M | | 14,000 | A | \$ 31.24 |

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Common
Stock

Common Stock 06/08/2011 S 30,000 D \$ 103,4241 3,578 ⁽¹⁾ 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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 11.7133 | 06/08/2011 | | M | 3,376 | 03/25/2008 02/24/2013 | Common Stock 3,376 |
| Stock Options (Right to Buy) | \$ 22.48 | 06/08/2011 | | M | 15,000 | 03/25/2008 02/23/2014 | Common Stock 15,000 |
| Stock Options (Right to Buy) | \$ 25.77 | 06/08/2011 | | M | 10,000 | 03/08/2006 03/08/2015 | Common Stock 10,000 |
| Stock Options (Right to Buy) | \$ 30.71 | 06/08/2011 | | M | 6,000 | 03/15/2009 03/15/2018 | Common Stock 6,000 |
| Stock Options (Right to Buy) | \$ 31.24 | 06/08/2011 | | M | 14,000 | 06/01/2008 06/01/2017 | Common Stock 14,000 |

Buy)

Stock

Options \$ 13.65
(Right to Buy)

03/15/2010 03/15/2019 Common Stock 5,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHROFF JAL S 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082 | X | | | |

Signatures

/s/ Randy S. Hyne,
Attorney-in-Fact 06/10/2011

**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) Includes 987 restricted stock units.
- (2) Not applicable.

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.