

Crocs, Inc.
Form 4
June 17, 2013

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 *
SMACH THOMAS J

(Last) (First) (Middle)

C/O CROCS, INC. 7477 E DRY CREEK PARKWAY

(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)
06/13/2013

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 Indirect Ownership (Instr. 4)
			Code V	Amount or Price (A) or (D)			
Common Stock	06/13/2013		A	9,058 (1)	\$ 0 37,963	D	
Common Stock	06/13/2013		A	30,000 (1)	\$ 0 67,963	D	
Common Stock					4,400	I	As UGMA Custodian for children (2)

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

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the Board of Directors or a change in control of the issuer. Each restricted stock unit represents the contingent right to receive one share of the issuer's common stock.

- (2) 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 option vests in four equal installments on the dates of the next four annual meetings of stockholders, beginning with the annual meeting of stockholders in 2014.
- (4) The option vests in two equal installments on the first and second anniversary of the date of grant.

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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