

PRITCHARD JENNIFER
Form 4
March 17, 2011

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 *
PRITCHARD JENNIFER

(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)
03/15/2011

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)
Divisional President

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/15/2011 | | F | | 2,774 | D | \$ 0 |
| Common Stock ⁽¹⁾ | 03/15/2011 | | A | | 4,236 | A | \$ 0 |
| Common Stock | 03/15/2011 | | M | | 3,000 | A | \$ 30.71 |
| Common Stock | 03/15/2011 | | D | | 1,135 | D | \$ 30.71 |
| Common Stock | 03/15/2011 | | F | | 493 | D | \$ 0 |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-----------------------|---|
| Common Stock | 03/15/2011 | M | 4,800 | A | \$ 13.65 | 36,704 | D |
| Common Stock | 03/15/2011 | D | 807 | D | \$ 13.65 | 35,897 | D |
| Common Stock | 03/15/2011 | F | 1,056 | D | \$ 0 | 34,841 | D |
| Common Stock | 03/15/2011 | M | 5,575 | A | \$ 38.395 | 40,416 | D |
| Common Stock | 03/15/2011 | D | 2,636 | D | \$ 38.395 | 37,780 | D |
| Common Stock | 03/15/2011 | F | 954 | D | \$ 0 | 36,826 | D |
| Common Stock | 03/16/2011 | S | 6,294 | D | \$ 82 | 30,532 ⁽²⁾ | D |

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 81.23 | 03/15/2011 | | A | 10,142 | 03/15/2012 ⁽³⁾ | 03/15/2019 | Common Stock |
| Stock Appreciation Right | \$ 30.71 | 03/15/2011 | | M | 3,000 | 03/15/2009 | 03/15/2016 | Common Stock |
| Stock Appreciation Right | \$ 13.65 | 03/15/2011 | | M | 4,800 | 03/15/2010 | 03/15/2017 | Common Stock |
| Stock Appreciation Right | \$ 38.395 | 03/15/2011 | | M | 5,575 | 03/15/2011 | 03/15/2018 | Common Stock |

| | | | |
|---|------------|------------|-----------------|
| Stock Appreciation \$ 19.15 Right | 09/05/2007 | 09/05/2014 | Common Stock |
| Stock Appreciation \$ 31.24 Right | 06/01/2008 | 06/01/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRITCHARD JENNIFER 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082 | | | Divisional President | |

Signatures

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

03/17/2011

**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
- (2) After giving effect to the grant of restricted stock units reported herein, includes 25,703 restricted stock units.
- (3) Exercisable as to 1/3 on 3/15/12; as to 1/3 on 3/15/13; and as to 1/3 on 3/15/14, cumulatively.
- (4) 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.
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