

PRITCHARD JENNIFER

Form 4

March 19, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PRITCHARD JENNIFER

(Last) (First) (Middle)

901 S. CENTRAL EXPRESSWAY

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

FOSSIL INC [FOSL]

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

03/15/2013

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) 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<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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/15/2013                              |                                                             | F                                    | 2,587 D \$ 0                                                               | 13,017                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/15/2013                              |                                                             | A                                    | 1,892<br>(1) A \$ 0                                                        | 14,909 (2)                                                                                                         | D                                                                    |                                                                   |

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<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. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Stock<br>Appreciation<br>Right                      | \$ 106.395                                                            | 03/15/2013                              |                                                             | A                                       | 2,254                                                                                                           | 03/15/2014 <sup>(3)</sup> 03/15/2021                           | Common<br>Stock                                                | 2,254                               |
| Stock<br>Appreciation<br>Right                      | \$ 31.24                                                              |                                         |                                                             |                                         |                                                                                                                 | 06/01/2008 06/01/2015                                          | Common<br>Stock                                                | 1,250                               |
| Stock<br>Appreciation<br>Right                      | \$ 30.71                                                              |                                         |                                                             |                                         |                                                                                                                 | 03/15/2009 03/15/2016                                          | Common<br>Stock                                                | 3,000                               |
| Stock<br>Appreciation<br>Right                      | \$ 13.65                                                              |                                         |                                                             |                                         |                                                                                                                 | 03/15/2010 03/15/2017                                          | Common<br>Stock                                                | 9,000                               |
| Stock<br>Appreciation<br>Right                      | \$ 38.395                                                             |                                         |                                                             |                                         |                                                                                                                 | 03/15/2011 03/15/2018                                          | Common<br>Stock                                                | 5,000                               |
| Stock<br>Appreciation<br>Right                      | \$ 127.835                                                            |                                         |                                                             |                                         |                                                                                                                 | 03/15/2013 03/15/2020                                          | Common<br>Stock                                                | 6,250                               |
| Stock<br>Appreciation<br>Right                      | \$ 81.23                                                              |                                         |                                                             |                                         |                                                                                                                 | 03/15/2012 03/15/2019                                          | Common<br>Stock                                                | 6,250                               |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                         |       |
|-------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                         | Director      | 10% Owner | Officer                 | Other |
| PRITCHARD JENNIFER<br>901 S. CENTRAL EXPRESSWAY<br>RICHARDSON, TX 75080 |               |           | Divisional<br>President |       |

## Signatures

/s/ Jennifer  
Pritchard

03/19/2013

    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 vested and convertible into shares of Common Stock as to 1/3 on 3/15/14; as to 1/3 on 3/15/15; and as to 1/3 on 3/15/16, cumulatively.
- (2) After giving effect to the grant of restricted stock units reported herein, includes 7,499 restricted stock units.
- (3) Exercisable as to 1/3 on 3/15/14; as to 1/3 on 3/15/15; and as to 1/3 on 3/15/16, 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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