

PRITCHARD JENNIFER
Form 4
May 24, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
05/22/2013

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)
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	05/22/2013		M		1,200	A	\$ 31.24	16,109	D
Common Stock	05/22/2013		D		352	D	\$ 31.24	15,757	D
Common Stock	05/22/2013		F		356	D	\$ 0	15,401	D
Common Stock	05/22/2013		M		3,000	A	\$ 30.71	18,401	D
Common Stock	05/22/2013		D		865	D	\$ 30.71	17,536	D

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Common Stock	05/22/2013	F	896	D	\$ 0	16,640	D
Common Stock	05/22/2013	M	4,800	A	\$ 13.65	21,440	D
Common Stock	05/22/2013	D	615	D	\$ 13.65	20,825	D
Common Stock	05/22/2013	F	1,756	D	\$ 0	19,069	D
Common Stock	05/22/2013	M	5,575	A	\$ 38.395	24,644	D
Common Stock	05/22/2013	D	2,011	D	\$ 38.395	22,633	D
Common Stock	05/22/2013	F	1,496	D	\$ 0	21,137	D
Common Stock	05/22/2013	M	3,380	A	\$ 81.23	24,517	D
Common Stock	05/22/2013	D	2,579	D	\$ 81.23	21,938	D
Common Stock	05/22/2013	F	337	D	\$ 0	21,601 ⁽¹⁾	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)

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 Appreciation Right	\$ 31.24	05/22/2013		M	1,200	06/01/2008	06/01/2015	Common Stock	1,200

Stock Appreciation Right	\$ 30.71	05/22/2013	M	3,000	03/15/2009	03/15/2016	Common Stock	3,000
Stock Appreciation Right	\$ 13.65	05/22/2013	M	4,800	03/15/2010	03/15/2017	Common Stock	4,800
Stock Appreciation Right	\$ 38.395	05/22/2013	M	5,575	03/15/2011	03/15/2018	Common Stock	5,575
Stock Appreciation Right	\$ 81.23	05/22/2013	M	3,380	03/15/2012	03/15/2019	Common Stock	3,380
Stock Appreciation Right	\$ 127.835				03/15/2013	03/15/2020	Common Stock	6,200
Stock Appreciation Right	\$ 106.395				03/15/2014	03/15/2021	Common Stock	2,250

Reporting Owners

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

Signatures

/s/ Jennifer Pritchard 05/24/2013

__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) Includes 7,499 restricted stock units.
- (2) Not applicable.

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