PRITCHARD JENNIFER
Form 4
May 24, 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 *
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
__X__ Officer (give title below) _____ Other (specify below)
Divisional President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	

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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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Stock Appreciation Right	$ 31.24	05/22/2013		M			1,200	06/01/2008	06/01/2015	Common Stock	1,20

Stock Appreciation Right	$ 30.71	05/22/2013	M	3,000	03/15/2009	03/15/2016	Common Stock	3,00
Stock Appreciation Right	$ 13.65	05/22/2013	M	4,800	03/15/2010	03/15/2017	Common Stock	4,80
Stock Appreciation Right	$ 38.395	05/22/2013	M	5,575	03/15/2011	03/15/2018	Common Stock	5,57
Stock Appreciation Right	$ 81.23	05/22/2013	M	3,380	03/15/2012	03/15/2019	Common Stock	3,38
Stock Appreciation Right	$ 127.835				03/15/2013	03/15/2020	Common Stock	6,20
Stock Appreciation Right	$ 106.395				03/15/2014	03/15/2021	Common Stock	2,25

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.

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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