

BARNES MICHAEL W
Form 4
March 01, 2010

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 *
BARNES MICHAEL W

2. Issuer Name and Ticker or Trading Symbol
FOSSIL INC [FOSL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2280 N. GREENVILLE AVE.

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Street)
RICHARDSON, TX 75082

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/25/2010		S	4,885	D	\$ 35.5525	116,221	D
Common Stock	02/26/2010		S	3,055	D	\$ 36.3	113,166	D
Common Stock	02/26/2010		S	3,068	D	\$ 36.3806	110,098	D
Common Stock	02/26/2010		S	2,716	D	\$ 36.3001	107,382	D
Common Stock	03/01/2010		M	21,000	A	\$ 11.7133	128,382	D

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Common Stock 03/01/2010 S 21,000 D \$ 36.9576 107,382 ⁽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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.7133	03/01/2010		M	21,000	09/11/2007 02/24/2013	Common Stock	21,000
Stock Appreciation Right	\$ 18.41					02/19/2007 02/19/2014	Common Stock	24,000
Stock Appreciation Right	\$ 22.63					02/01/2008 02/01/2015	Common Stock	40,000
Stock Appreciation Right	\$ 31.24					06/01/2008 06/01/2015	Common Stock	36,000
Stock Appreciation Right	\$ 30.71					03/15/2009 03/15/2016	Common Stock	75,000
Stock Appreciation Right	\$ 13.65					03/15/2010 03/15/2017	Common Stock	50,000
Stock Options (Right to Buy)	\$ 25.77					03/08/2006 03/08/2015	Common Stock	40,000
	\$ 22.1733					09/11/2007 02/23/2014		60,000

Stock
Options
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES MICHAEL W 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082	X		President and COO	

Signatures

/s/ Michael W.

Barnes

03/01/2010

**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 30,089 shares of restricted stock, 66,280 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.