Fossil Group, Inc. Form 4 January 16, 2014

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

(Print or Type Responses)

1. Name and Address of Reporting Person * KENNEDY THOMAS M

(First) (Middle) (Last)

901 S. CENTRAL EXPRESSWAY

(Street)

(State)

RICHARDSON, TX 75080

(City)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

Fossil Group, Inc. [FOSL]

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

01/15/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

X Form filed by One Reporting Person

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

Code (Instr. 8)

Code V

F

Disposed of (D) (Instr. 3, 4 and 5)

Amount

4. Securities

TransactionAcquired (A) or

Securities Beneficially Owned Following Reported

5. Amount of

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

(D) or Indirect (I) (Instr. 4)

D

Form: Direct

Indirect Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

(Check all applicable)

below) **Executive Vice President**

10% Owner

Other (specify

Estimated average

burden hours per

(A) Transaction(s) or (Instr. 3 and 4) (D) Price

01/15/2014

72 D \$0 $9,875 \frac{(1)}{2}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 35.78					01/15/2011	01/15/2018	Common Stock	2,640
Stock Appreciation Right	\$ 38.395					03/15/2011	03/15/2018	Common Stock	2,200
Stock Appreciation Right	\$ 81.23					03/15/2012	03/15/2019	Common Stock	1,985
Stock Appreciation Right	\$ 127.835					03/15/2013	03/15/2020	Common Stock	1,302
Stock Appreciation Right	\$ 106.395					03/15/2014	03/15/2021	Common Stock	3,651

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

KENNEDY THOMAS M

901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080

Executive Vice President

Signatures

/s/ Thomas M. 01/16/2014 Kennedy

**Signature of Reporting Date Person

Reporting Owners 2 Edgar Filing: Fossil Group, Inc. - Form 4

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 4,715 Restricted Stock Units.

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.