Fossil Group, Inc. Form 4 May 23, 2014

FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting Person *

NEAL DIANE L

(Last)

(City)

Common

Stock

(First)

(Middle)

(Zip)

(Month/Day/Year) 901 S. CENTRAL EXPRESSWAY 05/21/2014

(Street)

(State)

05/21/2014

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

Fossil Group, Inc. [FOSL]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

RICHARDSON, TX 75080

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

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

4,254 (2)

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

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

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

Code V Amount

1,189 A (1)

\$0

D

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-----------------------|------------|-----------------|------------------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Date | | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative | | e | | Securities | (Instr. 5) | Bene |
| | Derivative | | | Securities | | | (Instr. 3 and 4) | | Own | |
| | Security | | | | Acquired | | | | | Follo |
| | | | | | (A) or | | | | | Repo |
| | | | | | Disposed | | | | | Trans |
| | | | | | of (D) | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | Code V | (A) (D) | Date | Expiration | Title Amount | | |
| | | | | | () | Exercisable | Date | or | | |
| | | | | | | | | Number | | |
| | | | | | | | | of | | |
| | | | | | | | | Shares | | |

Reporting Owners

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

NEAL DIANE L X 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080

Signatures

/s/ Randy S. Hyne, 05/23/2014 Attorney-in-Fact

**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).
- Restricted Stock Units that shall become one hundred percent (100%) vested and convertible into shares of Common Stock on the earlier (1) of the first anniversary of the Date of Grant or the first Annual Stockholders Meeting following the Date of Grant.
- (2) After giving effect to the grant of Restricted Stock Units reported herein, includes 1,189 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.

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