

BARNES MICHAEL W  
Form 4  
March 17, 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

(Last) (First) (Middle)

2280 N. GREENVILLE AVE.

(Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/13/2010

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)  
President and COO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/13/2010		F		3,281	D	\$ 0
Common Stock	03/15/2010		F		3,938	D	\$ 0
Common Stock <sup>(3)</sup>	03/15/2010		A		19,534 <sup>(4)</sup>	A	\$ 0
Common Stock <sup>(3)</sup>	03/15/2010		A		8,465 <sup>(6)</sup>	A	\$ 0

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

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(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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of
Stock Appreciation Right	\$ 38.395	03/15/2010		A	39,383	03/15/2011 <sup>(4)</sup> 03/15/2018	Common Stock 39,383
Stock Appreciation Right	\$ 18.41					02/19/2007 02/19/2014	Common Stock 9,000
Stock Appreciation Right	\$ 22.63					02/01/2008 02/01/2015	Common Stock 4,000
Stock Appreciation Right	\$ 31.24					06/01/2008 06/01/2015	Common Stock 3,000
Stock Appreciation Right	\$ 30.71					03/15/2009 03/15/2016	Common Stock 7,000
Stock Appreciation Right	\$ 13.65					03/15/2010 03/15/2017	Common Stock 5,000
Stock Options (Right to Buy)	\$ 22.1733					09/11/2007 02/23/2014	Common Stock 6,000
Stock Options (Right to Buy)	\$ 25.77					03/08/2006 03/08/2015	Common Stock 4,000

## 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/ Randy S. Hyne,  
Attorney-in-Fact

03/17/2010

\_\_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 25,278 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) Includes 25,278 shares of restricted stock, 55,480 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
- (3) Restricted Stock Units
- (4) Exercisable as to 1/3 on 3/15/11; as to 1/3 on 3/15/12; and as to 1/3 on 3/15/13, cumulatively.
- (5) After giving effect to the grant of restricted stock units reported herein, includes 25,278 shares of restricted stock, 75,014 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
- (6) Exercisable as to 50% on 3/15/11; and as to 50% on 3/15/12, cumulatively.
- (7) After giving effect to the grant of restricted stock units reported herein, includes 25,278 shares of restricted stock, 83,479 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
- (8) 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.