

PRITCHARD JENNIFER
Form 4
March 17, 2010

FORM 4

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

OMB APPROVAL

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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)

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)
03/15/2010

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)
Divisional President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/15/2010		F		874	\$ 0	25,126 ⁽¹⁾ D
Common Stock ⁽²⁾	03/15/2010		A		8,296 ⁽³⁾	\$ 0	33,422 ⁽⁴⁾ D
Common Stock ⁽²⁾	03/15/2010		A		3,074 ⁽⁵⁾	\$ 0	36,496 ⁽⁶⁾ D
Common Stock	03/15/2010		M		3,000	\$ 30.71	39,496 D
Common Stock	03/15/2010		D		2,400	\$ 30.71	37,096 D

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Common Stock	03/15/2010	F	159	D	\$ 0	36,937	D
Common Stock	03/15/2010	M	4,800	A	\$ 13.65	41,737	D
Common Stock	03/15/2010	D	1,707	D	\$ 13.65	40,030	D
Common Stock	03/15/2010	F	818	D	\$ 0	39,212	D
Common Stock	03/16/2010	S	2,716	D	\$ 38.8302	36,496	D
Common Stock	03/17/2010	S	2,426	D	\$ 38.8678	34,070 ⁽⁷⁾	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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 38.395	03/15/2010		A	16,725	03/15/2011 ⁽³⁾	03/15/2018	Common Stock
Stock Appreciation Right	\$ 30.71	03/15/2010		M	3,000	03/15/2009	03/15/2016	Common Stock
Stock Appreciation Right	\$ 13.65	03/15/2010		M	4,800	03/15/2010	03/15/2017	Common Stock
Stock Appreciation Right	\$ 19.15					09/05/2007	09/05/2014	Common Stock
Stock Appreciation	\$ 31.24					06/01/2008	06/01/2015	Common Stock

Right

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRITCHARD JENNIFER 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082			Divisional President	

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 22,700 restricted stock units.
- (2) Restricted Stock Units
- (3) 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.
- (4) After giving effect to the grant of restricted stock units reported herein, includes 30,996 restricted stock units.
- (5) Exercisable as to 50% on 3/15/11; and as to 50% on 3/15/12, cumulatively.
- (6) After giving effect to the grant of restricted stock units reported herein, includes 34,070 restricted stock units.
- (7) Consists of 34,070 restricted stock units.
- (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.