

MARKS MICHAEL E  
Form 4  
May 22, 2007

**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 \*  
MARKS MICHAEL E

(Last) (First) (Middle)

C/O CROCS, INC., 6273  
MONARCH PARK PLACE

(Street)

NIWOT, CO 80503

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Crocs, Inc. [CROX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/18/2007

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)

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	05/18/2007		S		3,260 D \$ 76.0029	954,144	I By WB Investors (1)
Common Stock	05/18/2007		S		4,601 D \$ 76.0052	949,543	I By WB Investors (1)
Common Stock	05/18/2007		S		4,200 D \$ 76.0067	945,343	I By WB Investors (1)
Common Stock	05/18/2007		S		2,100 D \$ 76.0129	943,243	I By WB Investors

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Common Stock	05/18/2007	S	1,800	D	\$ 76.0167	941,443	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	5,240	D	\$ 76.0416	936,203	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	3,200	D	\$ 76.0956	933,003	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	5,160	D	\$ 76.1634	927,843	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	100	D	\$ 76.17	927,743	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	4,924	D	\$ 76.1828	922,819	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	5,011	D	\$ 76.1851	917,808	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	2,565	D	\$ 76.1971	915,243	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	5,155	D	\$ 76.1986	910,088	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	100	D	\$ 76.225	909,988	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	1,445	D	\$ 76.2438	908,543	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	2,235	D	\$ 76.25	906,308	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	5,495	D	\$ 76.2504	900,813	I	<u>(1)</u> By WB Investors
Common Stock	05/18/2007	S	8,870	D	\$ 76.2672	891,943	I	<u>(1)</u> By WB Investors

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Common Stock	05/18/2007	S	1,200	D	\$ 76.27	890,743	I	By WB Investors (1)
Common Stock	05/18/2007	S	2,263	D	\$ 76.2756	888,480	I	By WB Investors (1)
Common Stock	05/18/2007	S	1,076	D	\$ 76.2835	887,404	I	By WB Investors (1)
Common Stock	05/18/2007	S	200	D	\$ 76.285	887,204	I	By WB Investors (1)
Common Stock	05/18/2007	S	5,038	D	\$ 76.2922	882,166	I	By WB Investors (1)
Common Stock	05/18/2007	S	1,980	D	\$ 76.3091	880,186	I	By WB Investors (1)
Common Stock	05/18/2007	S	3,600	D	\$ 76.3133	876,586	I	By WB Investors (1)
Common Stock	05/18/2007	S	19,182	D	\$ 76.35	857,404	I	By WB Investors (1)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKS MICHAEL E C/O CROCS, INC. 6273 MONARCH PARK PLACE NIWOT, CO 80503		X		

## Signatures

John Gaddis, Attorney in Fact	05/22/2007
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**Signature of Reporting Person	Date
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## 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).

The reporting person disclaims beneficial ownership of these securities except to the extent that the reporting person is deemed to have a (1) pecuniary interest in the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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