

BARNES MICHAEL W  
Form 4  
March 01, 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 \*  
BARNES MICHAEL W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

2280 N. GREENVILLE AVE.

02/25/2010

President and COO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

RICHARDSON, TX 75082

(City) (State) (Zip)

**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  | (D)  | Price   |
| Common Stock                    | 02/25/2010                           |  | S                              |   | 4,885   | D  | \$ 35.5525  |
| Common Stock                    | 02/26/2010                           |  | S                              |   | 3,055   | D  | \$ 36.3   |
| Common Stock                    | 02/26/2010                           |  | S                              |   | 3,068   | D  | \$ 36.3806  |
| Common Stock                    | 02/26/2010                           |  | S                              |   | 2,716   | D  | \$ 36.3001  |
| Common Stock                    | 03/01/2010                           |  | M                              |   | 21,000  | A  | \$ 11.7133  |

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Common Stock 03/01/2010 S 21,000 D \$ 36.9576 107,382 <sup>(1)</sup> 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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy)               | \$ 11.7133   | 03/01/2010                           |  | M                              | 21,000  | 09/11/2007 02/24/2013                                    | Common Stock  | 21,000                     |
| Stock Appreciation Right                   | \$ 18.41   |                                      |  |                                |   | 02/19/2007 02/19/2014                                    | Common Stock  | 24,000                     |
| Stock Appreciation Right                   | \$ 22.63   |                                      |  |                                |   | 02/01/2008 02/01/2015                                    | Common Stock  | 40,000                     |
| Stock Appreciation Right                   | \$ 31.24   |                                      |  |                                |   | 06/01/2008 06/01/2015                                    | Common Stock  | 36,000                     |
| Stock Appreciation Right                   | \$ 30.71   |                                      |  |                                |   | 03/15/2009 03/15/2016                                    | Common Stock  | 75,000                     |
| Stock Appreciation Right                   | \$ 13.65   |                                      |  |                                |   | 03/15/2010 03/15/2017                                    | Common Stock  | 50,000                     |
| Stock Options (Right to Buy)               | \$ 25.77   |                                      |  |                                |   | 03/08/2006 03/08/2015                                    | Common Stock  | 40,000                     |
|  | \$ 22.1733   |                                      |  |                                |   | 09/11/2007 02/23/2014                                    |   | 60,000                     |

Stock  
Options  
(Right to  
Buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| BARNES MICHAEL W<br>2280 N. GREENVILLE AVE.<br>RICHARDSON, TX 75082 | X             |           | President<br>and COO |       |

## Signatures

/s/ Michael W.

Barnes

03/01/2010

\*\*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 30,089 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) Not applicable.

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