BARNES MICHAEL W
Form 4
March 17, 2010

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(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)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/13/2010		F		3,281	D	$ 0	102,571 (1)	D	
Common Stock	03/15/2010		F		3,938	D	$ 0	98,633 (2)	D	
Common Stock (3)	03/15/2010		A		19,534 (4)	A	$ 0	118,167 (5)	D	
Common Stock (3)	03/15/2010		A		8,465 (6)	A	$ 0	126,632 (7)	D	

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

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SEC 1474
(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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of
Stock Appreciation Right	$ 38.395	03/15/2010		A		39,383		03/15/2011 (4)	03/15/2018	Common Stock	39
Stock Appreciation Right	$ 18.41							02/19/2007	02/19/2014	Common Stock	9
Stock Appreciation Right	$ 22.63							02/01/2008	02/01/2015	Common Stock	40
Stock Appreciation Right	$ 31.24							06/01/2008	06/01/2015	Common Stock	36
Stock Appreciation Right	$ 30.71							03/15/2009	03/15/2016	Common Stock	73
Stock Appreciation Right	$ 13.65							03/15/2010	03/15/2017	Common Stock	50
Stock Options (Right to Buy)	$ 22.1733							09/11/2007	02/23/2014	Common Stock	60
Stock Options (Right to Buy)	$ 25.77							03/08/2006	03/08/2015	Common Stock	40

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.
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