

PRITCHARD JENNIFER

Form 4

March 17, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
03/15/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Divisional President

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	03/15/2011		F		2,774	D	\$ 0	26,296	D
Common Stock ⁽¹⁾	03/15/2011		A		4,236	A	\$ 0	30,532	D
Common Stock	03/15/2011		M		3,000	A	\$ 30.71	33,532	D
Common Stock	03/15/2011		D		1,135	D	\$ 30.71	32,397	D
Common Stock	03/15/2011		F		493	D	\$ 0	31,904	D

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Common Stock	03/15/2011	M	4,800	A	\$ 13.65	36,704	D
Common Stock	03/15/2011	D	807	D	\$ 13.65	35,897	D
Common Stock	03/15/2011	F	1,056	D	\$ 0	34,841	D
Common Stock	03/15/2011	M	5,575	A	\$ 38.395	40,416	D
Common Stock	03/15/2011	D	2,636	D	\$ 38.395	37,780	D
Common Stock	03/15/2011	F	954	D	\$ 0	36,826	D
Common Stock	03/16/2011	S	6,294	D	\$ 82	30,532 ⁽²⁾	D

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Right	\$ 81.23	03/15/2011		A	10,142	03/15/2012 ⁽³⁾ 03/15/2019	Common Stock
Stock Appreciation Right	\$ 30.71	03/15/2011		M	3,000	03/15/2009 03/15/2016	Common Stock
Stock Appreciation Right	\$ 13.65	03/15/2011		M	4,800	03/15/2010 03/15/2017	Common Stock
Stock Appreciation Right	\$ 38.395	03/15/2011		M	5,575	03/15/2011 03/15/2018	Common Stock

Stock Appreciation Right	\$ 19.15	09/05/2007	09/05/2014	Common Stock
Stock Appreciation Right	\$ 31.24	06/01/2008	06/01/2015	Common Stock

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

03/17/2011

__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) Restricted Stock Units
- (2) After giving effect to the grant of restricted stock units reported herein, includes 25,703 restricted stock units.
- (3) Exercisable as to 1/3 on 3/15/12; as to 1/3 on 3/15/13; and as to 1/3 on 3/15/14, cumulatively.
- (4) 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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