

PRITCHARD JENNIFER  
Form 4  
March 17, 2011

**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)  
03/15/2011

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	03/15/2011		F		2,774	D	\$ 0
Common Stock <sup>(1)</sup>	03/15/2011		A		4,236	A	\$ 0
Common Stock	03/15/2011		M		3,000	A	\$ 30.71
Common Stock	03/15/2011		D		1,135	D	\$ 30.71
Common Stock	03/15/2011		F		493	D	\$ 0

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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 <sup>(2)</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 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 <sup>(3)</sup>	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

