

Crocs, Inc.
Form 4
August 02, 2007

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 *
SNYDER RONALD R

(Last) (First) (Middle)

C/O CROCS, INC., 6328
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)
07/31/2007

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)
CEO and 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/31/2007		S	2,784	D \$ 59.58	709,924	D
Common Stock	07/31/2007		S	5,800	D \$ 59.59	704,124	D
Common Stock	07/31/2007		S	7,700	D \$ 59.6	696,424	D
Common Stock	07/31/2007		S	5,000	D \$ 59.61	691,424	D
Common Stock	07/31/2007		S	2,700	D \$ 59.62	688,724	D

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Common Stock	07/31/2007	S	2,100	D	\$ 59.63	686,624	D	
Common Stock	07/31/2007	S	1,800	D	\$ 59.64	684,824	D	
Common Stock	07/31/2007	S	2,200	D	\$ 59.65	682,624	D	
Common Stock	07/31/2007	S	900	D	\$ 59.66	681,724	D	
Common Stock	07/31/2007	S	300	D	\$ 59.67	681,424	D	
Common Stock	07/31/2007	S	<u>2,610</u> <u>(1)</u>	D	\$ 60.19	0	I	By child <u>(3)</u>
Common Stock						33,160 <u>(1)</u>	I	By spouse <u>(3)</u>
Common Stock						23,362 <u>(1)</u> <u>(4)</u>	I	By child <u>(3)</u>

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 0.51 <u>(5)</u>	07/31/2007		M	19,468 <u>(5)</u>	<u>(6)</u>	09/01/2011	Common Stock	19,468
Employee Stock Option (Right to Buy)	\$ 10.5 <u>(7)</u>	07/31/2007		M	215,370 <u>(7)</u>	<u>(8)</u>	02/06/2016	Common Stock	215,370

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNYDER RONALD R C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503	X		CEO and President	

Signatures

/s/ Erik Rebich, Attorney in Fact	08/02/2007
**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) On June 15, 2007, the common stock of Crocs, Inc. split 2-for-1, resulting in the reporting person's direct ownership of 340,711 and indirect ownership of 30,871 additional shares of common stock.
- The reporting person disclaims beneficial ownership of these securities except to the extent the reporting person is deemed to have a 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.
- (3) The reporting person no longer has a reportable beneficial interest in 2,610 shares (adjusted for the stock split) of Crocs, Inc. common stock owned by his step-daughter and included in the reporting person's prior ownership reports.
- (4) This option was previously reported as covering 146,012 shares at an exercise price of \$1.02 per share, but was adjusted to reflect the stock split that occurred on June 15, 2007.
- Of the 272,556 options remaining, 19,468 are currently vested. The 253,088 unvested options will vest in a series of 13 equal monthly installments upon the reporting person's completion of each additional month of continuous employment with the issuer. The option is subject to early exercise.
- (6) This option was previously reported as covering 399,709 shares at an exercise price of \$21 per share, but was adjusted to reflect the stock split that occurred on June 15, 2007.
- Of the 584,048 options remaining, 19,468 are currently vested. The 564,580 unvested options will vest in a series of 29 successive equal monthly installments upon the reporting person's completion of each additional month of continuous employment with the issuer. The option is subject to early exercise.
- (8)

Remarks:

Part 3 (of 3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.