

FOSSIL INC  
Form 4  
December 04, 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 \*  
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)  
09/11/2007

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)

President and COO

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)
Common Stock				(A) or (D)	202,416 <sup>(1)</sup>	D	
Common Stock				(A) or (D)	1,518	I	Independent Administrator of Estate

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 18.41							02/19/2007	02/19/2014	Common Stock
Stock Appreciation Right	\$ 22.63							02/01/2008	02/01/2015	Common Stock
Stock Appreciation Right	\$ 31.24							06/01/2008	06/01/2015	Common Stock
Stock Options (Right to buy)	\$ 25.77							03/08/2006	03/08/2015	Common Stock
Stock Options (Right to buy)	\$ 4.9723	09/11/2007		J <sup>(2)</sup>		39,373		10/25/2001	10/25/2010	Common Stock
Stock Options (Right to buy)	\$ 6.3889	09/11/2007		J <sup>(2)</sup>	39,373			09/11/2007	10/25/2010	Common Stock
Stock Options (Right to buy)	\$ 7.1111	09/11/2007		J <sup>(2)</sup>		11,250		02/02/2001	02/02/2010	Common Stock
Stock Options (Right to buy)	\$ 8.7222	09/11/2007		J <sup>(2)</sup>	11,250			09/11/2007	02/02/2010	Common Stock
Stock Options (Right to buy)	\$ 9.2223	09/11/2007		J <sup>(2)</sup>		31,499		01/14/2003	01/14/2012	Common Stock
	\$ 11.6667	09/11/2007		J <sup>(2)</sup>		51,000		02/24/2004	02/24/2013	

Stock Options (Right to buy)								Common Stock
Stock Options (Right to buy)	\$ 11.7133	09/11/2007	J <sup>(2)</sup>	51,000	09/11/2007	02/24/2013		Common Stock
Stock Options (Right to buy)	\$ 12.0667	09/11/2007	J <sup>(2)</sup>	31,499	09/11/2007	01/14/2012		Common Stock
Stock Options (Right to buy)	\$ 19.1333	09/11/2007	J <sup>(2)</sup>	60,000	02/23/2005	02/23/2014		Common Stock
Stock Options (Right to buy)	\$ 22.1733	09/11/2007	J <sup>(2)</sup>	60,000	09/11/2007	02/23/2014		Common Stock

## 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

Randy S. Hyne,  
Attorney-in-Fact

12/04/2007

\_\_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) Includes 68,929 shares of restricted stock, 36,320 restricted stock units and 2,009 shares held through a 401(k) plan account as of June 30, 2007.
- (2) Options repriced in accordance with a 12/29/2006 letter agreement between Mike Barnes and the Company in order to avoid adverse tax consequences under Section 409A of the Internal Revenue Code.
- (3) 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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