Crocs, Inc. Form 4 June 30, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

\_ Other (specify

Issuer

\_X\_\_ Director

Officer (give title

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

Crocs, Inc. [CROX]

(Month/Day/Year)

06/26/2008

3. Date of Earliest Transaction

1(b).

(Last)

(Print or Type Responses)

SHARP RICHARD L

1. Name and Address of Reporting Person \*

(First)

9020 STONY POINT PARKWAY,

(Middle)

SUITE 180							below)	below)	
			ndment, Date Original th/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RICHMON	D, VA 23235					Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecuri	ties Acc	quired, Disposed	of, or Beneficia	lly 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. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	l of	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	06/26/2008		A	11,494	A	(1)	11,494	D	
Common Stock							800,000 (2)	I	By The RLS Trust
Common Stock							116,810 (2)	I	By BES & RS, LLC
Common Stock							116,810 (2)	I	By EGG & RS, LLC

By RBG & Common 116,810 (2) I RS, LLC Stock (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Stock Option (Right to Buy)	\$ 8.7	06/26/2008		A	10,000	<u>(4)</u>	06/25/2015	Common Stock	10,000

### **Reporting Owners**

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

SHARP RICHARD L 9020 STONY POINT PARKWAY, SUITE 180 X RICHMOND, VA 23235

## **Signatures**

/s/ Jason Day, Attorney 06/30/2008 in Fact

\*\*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).
- Pursuant to the issuer's 2007 Equity Incentive Plan, the board of directors granted \$10,000 of common stock to each non-employee director, based on the \$8.70 closing price of the common stock on June 26, 2008, as quoted on the NASDAQ Global Select Market.

Reporting Owners 2

#### Edgar Filing: Crocs, Inc. - Form 4

- (2) On June 15, 2007, the common stock of Crocs, Inc. split 2-for-1, resulting in the reporting person's indirect ownership of 575,215 additional shares of common stock.
- (3) Mr. Sharp is the sole trustee of The RLS Trust and is the sole manager of each of BES & RS, LLC, EGG & RS, LLC and RBG & RS, LLC, and he exercises voting and investment power over all of the shares beneficially owned by the trust and each company.
- (4) This option vests in four equal intallments on the dates of the next four annual meetings of stockholders, beginning with the annual meeting of stockholders in 2009.

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.