Hammer Russell Form 4 June 17, 2010

## 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

30(h) of the Investment Company Act of 1940

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 **OMB APPROVAL** 

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may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hammer Russell Issuer Symbol Crocs, Inc. [CROX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 6328 MONARCH PARK PLACE 06/15/2010 below) SVP/Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NIWOT, CO 80503 Person (C:tr.) (State) (7:-

(City)	(State) (	Table	le 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/15/2010		Code V M	Amount 2,083	(D) A	Price \$ 10.03	(Instr. 3 and 4) 90,076	D		
Common Stock	06/15/2010		S <u>(1)</u>	2,083	D	\$ 11.5	87,993	D		
Common Stock	06/15/2010		A	23,789 (3)	A	\$0	111,782	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. Transacti Code (Instr. 8)	5. Number or 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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.03	06/15/2010		M	2,083	(2)	06/02/2018	Common Stock	2,083

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hammer Russell

6328 MONARCH PARK PLACE

NIWOT, CO 80503

SVP/Chief Financial Officer

## **Signatures**

/s/ Jason Day, Attorney-in-Fact 06/17/2010

\*\*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) The shares were sold pursuant to a sales plan adopted by the reporting person on March 16, 2010 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- Twenty-five percent (25%) of the option shares vested and became exercisable on June 2, 2009. Thereafter, the remaining options vest and become exercisable in thirty-six (36) successive equal monthly installments upon the reporting person's completion of each additional month of continuous service with the issuer.
  - On June 15, 2010, the issuer's board of directors granted a restricted stock award to the reporting person under the issuer's 2007 Equity Incentive Plan. One-half of the award will vest in four equal annual installments beginning on the first anniversary of the date of grant,
- (3) provided that the reporting person remains employed by the issuer as of each vesting date. One-half of the award will vest on the fourth anniversary of the date of grant, provided that certain corporate performance metrics are achieved and the reporting person remains employed by the issuer as of such vesting date.

Reporting Owners 2

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