

Crocs, Inc.
Form 4/A
July 11, 2007

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
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)
06/12/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/14/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/12/2007		M ⁽¹⁾		38,937	A	\$ 1.02	423,180 ⁽²⁾	D
Common Stock	06/12/2007		M		67,531	A	\$ 21	490,711	D
Common Stock	06/12/2007		S		10,000	D	\$ 90.87	480,711	D
Common Stock	06/12/2007		S		5,000	D	\$ 90.92	475,711	D
Common Stock	06/12/2007		S		10,000	D	\$ 90.95	465,711	D

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Common Stock	06/12/2007	S	5,000	D	\$ 90.96	460,711	D	
Common Stock	06/12/2007	S	10,000	D	\$ 91	450,711	D	
Common Stock	06/12/2007	S	20,000	D	\$ 91.05	430,711	D	
Common Stock	06/12/2007	S	10,000	D	\$ 91.06	420,711	D	
Common Stock	06/12/2007	S	5,000	D	\$ 91.07	415,711	D	
Common Stock	06/12/2007	S	15,000	D	\$ 91.12	400,711	D	
Common Stock	06/12/2007	S	10,000	D	\$ 91.5	390,711	D	
Common Stock	06/12/2007	S	8,000	D	\$ 91.63	382,711	D	
Common Stock	06/12/2007	S	9,500	D	\$ 91.65	373,211	D	
Common Stock	06/12/2007	S	5,000	D	\$ 91.8	368,211	D	
Common Stock	06/12/2007	S	10,000	D	\$ 92.05	358,211	D	
Common Stock	06/12/2007	S	10,000	D	\$ 92.32	348,211	D	
Common Stock	06/12/2007	S	2,500	D	\$ 92.39	345,711	D	
Common Stock	06/12/2007	S	5,000	D	\$ 92.5	340,711	D	
Common Stock						16,580	I	By spouse (3)
Common Stock						1,305	I	By child (3)
Common Stock						1,305	I	By child (3)
Common Stock						11,681 (4)	I	By child (3)

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

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(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 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)	\$ 1.02	06/12/2007		M	38,937	<u>(5)</u> 09/01/2011	Common Stock 38,937
Employee Stock Option (Right to Buy)	\$ 21	06/12/2007		M	67,531	<u>(6)</u> 02/06/2016	Common Stock 67,531

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/ Maura Coffin, Attorney
in Fact 07/11/2007

 **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) This amended Form 4 restates in its entirety the Form 4 originally filed on June 14, 2007, which inadvertently omitted the reporting person's exercise of employee stock options.
Includes 77,888 shares of common stock issued since February 7, 2006 pursuant to the vesting terms of a restricted stock award reported on Form 3 filed February 7, 2006. Because the transactions reported herein were executed prior to June 15, 2007, the securities and sale prices reported in this amended Form 4 have not been updated to reflect the 2-for-1 stock split that occurred on June 15, 2007.
- (3)

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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.

- (4) The reporting person no longer has a reportable beneficial interest in 29,203 shares of Crocs, Inc. common stock owned by his daughter and included in the reporting person's prior ownership reports.

- Of the 146,012 options remaining, none are currently vested. The option shares will vest in a series of 15 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.
- (5)

- Of the 399,709 options remaining, 97,951 are currently vested. The 301,758 unvested options will vest in a series of 31 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.
- (6)

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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