FOSSIL INC

Form 5/A							
February 18, 2005							
FORM 5				OMB AF	PPROVAL		
	TED STATE	S SECURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0362		
Check this box if no longer subject		Expires:	January 31, 2005				
to Section 16. Form 4 or Form 5 obligations may continue.	ANNUAL ST	FATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES	Estimated a burden hour response	rs per			
1(b). File	Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 30(h) of the Investment Company Act of 1940 Transactions						
1. Name and Address of Rep BARNES MICHAEL V	-	2. Issuer Name <b>and</b> Ticker or Trading Symbol FOSSIL INC [FOSL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/01/2005	X Director X Officer (give	10%	Owner er (specify		
2280 N. GREENVILLI	E AVE.	01/01/2003	below)	below) ional President			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting				
		02/15/2005	(check applicable line				
RICHARDSON, TXÂ	75082		_X_ Form Filed by C Form Filed by M				

Person

(City)	(State)	(Zip) 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. Securiti or Dispose (Instr. 3, 4 Amount	ed of (	5) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/10/2004	Â	M4	52,500	А	\$ 0.4444 (1)	132,788	D	Â
Common Stock	09/22/2004	Â	M4	24,943 (2)	A	\$ 8.0186	157,731	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,518	Ι	Independent Administrator of Estate

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Common Stock	Â	Â	Â	Â	ÂÂ	Â	2,113	Ι	By 401(k)

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

Persons who respond to the collection of information **SEC 2270** (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
1	Director	10% Owner	Officer	Other				
BARNES MICHAEL W 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082	ÂX	Â	Divisional President	Â				
Signatures								
/s/ Randy S. Hyne, attorney in fa Barnes	02/18/2005							
<b>**</b> Signature of Reportin	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 original amount reported for price was \$23,331, which is the aggregate price. The price per share for the acquisition was \$0.4444.
- The exercise of the stock option (right to buy) was properly reported in Table II. The holdings of the underlying common stock issued (2) upon such exercise were inadvertently omitted from the original filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.