

BARNES MICHAEL W  
Form 4  
March 03, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BARNES MICHAEL W

2. Issuer Name and Ticker or Trading Symbol  
FOSSIL INC [FOSL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2280 N. GREENVILLE AVE.

03/01/2010

President and COO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

RICHARDSON, TX 75082

Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. 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)
				(A) or (D)	Price		
Common Stock	03/01/2010		M	V	14,400 A \$ 18.41	121,782	D
Common Stock	03/01/2010		D		7,234 D \$ 18.41	114,548	D
Common Stock	03/01/2010		F		2,612 D \$ 0	111,936	D
Common Stock	03/02/2010		S		4,554 D \$ 36.65	107,382	D
Common Stock	03/03/2010		G <sup>(1)</sup>	V	1,000 D \$ 0	106,382 <sup>(2)</sup>	D

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

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(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. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 18.41	03/01/2010		M	14,400	02/19/2007	02/19/2014	Common Stock	14,400
Stock Appreciation Right	\$ 22.63					02/01/2008	02/01/2015	Common Stock	40,000
Stock Appreciation Right	\$ 31.24					06/01/2008	06/01/2015	Common Stock	36,000
Stock Appreciation Right	\$ 30.71					03/15/2009	03/15/2016	Common Stock	75,000
Stock Appreciation Right	\$ 13.65					03/15/2010	03/15/2017	Common Stock	50,000
Stock Options (Right to Buy)	\$ 25.77					03/08/2006	03/08/2015	Common Stock	40,000
Stock Options (Right to Buy)	\$ 22.1733					09/11/2007	02/23/2014	Common Stock	60,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
BARNES MICHAEL W 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082	X		President and COO	

## Signatures

/s/ Michael W.  
Barnes

03/03/2010

\_\_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) Bona fide gift without consideration of any kind.
  - (2) Includes 29,089 shares of restricted stock, 66,280 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2009.
  - (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. 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.