

SKECHERS USA INC

Form 4

December 13, 2006

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG MICHAEL

(Last) (First) (Middle)

228 MANHATTAN BEACH BLVD.

(Street)

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SKECHERS USA INC [SKX]

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

12/11/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Class A Common Stock				(A) or (D)	2,764 ⁽¹⁾	I	By Chase Greenberg Custodial Account
Class A Common Stock				(A) or (D)	2,764 ⁽¹⁾	I	By Harrison Greenberg Custodial Account
Class A Common Stock				(A) or (D)	2,764 ⁽¹⁾	I	By MacKenna Greenberg Custodial

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									Account
Class A Common Stock						3,076 ⁽¹⁾	I		By Custodial Account for Chase Greenberg
Class A Common Stock						3,076 ⁽¹⁾	I		By Custodial Account for Harrison Greenberg
Class A Common Stock						3,076 ⁽¹⁾	I		By Custodial Account for MacKenna Greenberg
Class A Common Stock						1,708 ⁽¹⁾	I		By Cust. Acct. for Chase Greenberg, IRA
Class A Common Stock						1,708 ⁽¹⁾	I		By Cust. Acct. for Harrison Greenberg, IRA
Class A Common Stock						1,708 ⁽¹⁾	I		By Cust. Acct. for MacKenna Greenberg, IRA
Class A Common Stock						6 ⁽¹⁾	I		By Spouse
Class A Common Stock	12/11/2006	C ⁽²⁾	24,100	A	<u>(2)</u>	38,243.63	D		
Class A Common Stock	12/11/2006	S	24,100	D	\$ 31	14,143.63	D		
Class A Common Stock	12/11/2006	C ⁽²⁾	200	A	<u>(2)</u>	14,343.63	D		
Class A Common	12/11/2006	S	200	D	\$ 31.01	14,143.63	D		

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Stock

Class A Common Stock	12/11/2006	C ⁽²⁾	400	A	<u>(2)</u>	14,543.63	D
Class A Common Stock	12/11/2006	S	400	D	\$ 31.05	14,143.63	D
Class A Common Stock	12/11/2006	C ⁽²⁾	300	A	<u>(2)</u>	14,443.63	D
Class A Common Stock	12/11/2006	S	300	D	\$ 31.08	14,143.63	D

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

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SEC 1474
(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 Securities (Instr. 3 and 4)		8. P
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Der Sec (Ins
Class B Common Stock <u>(3)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	13,450	
Class B Common Stock <u>(3)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	13,450	
Class B Common	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common	13,450	

Stock ⁽³⁾								Stock	
Class B Common Stock ⁽³⁾	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,948
Class B Common Stock ⁽³⁾	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,948
Class B Common Stock ⁽³⁾	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,948
Class B Common Stock ⁽³⁾	<u>(4)</u>	12/11/2006	C	24,100	<u>(4)</u>	<u>(4)</u>		Class A Common Stock	24,100
Class B Common Stock ⁽³⁾	<u>(4)</u>	12/11/2006	C	200	<u>(4)</u>	<u>(4)</u>		Class A Common Stock	200
Class B Common Stock ⁽³⁾	<u>(4)</u>	12/11/2006	C	400	<u>(4)</u>	<u>(4)</u>		Class A Common Stock	400
Class B Common Stock ⁽³⁾	<u>(4)</u>	12/11/2006	C	300	<u>(4)</u>	<u>(4)</u>		Class A Common Stock	300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG MICHAEL 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266	X		President	

Signatures

Michael
Greenberg

12/13/2006

 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 reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
 - (2) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock for no additional consideration.

Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common
(3) Stock are entitled to one vote per share while holders of Class B Common Stock are entitled to ten votes per share on matters to be voted on by shareholders.

Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at
(4) any time, with no expiration date, upon voluntary conversion by the holder of such shares or immediately prior to any sale or transfer of such shares with certain exceptions.

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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