

NASON MARK A
Form 4
March 25, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NASON MARK A

(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)

03/24/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Class A Common Stock	03/24/2011		M	2,989 A	\$ 8.35 53,793.88 ⁽¹⁾	D	
Class A Common Stock	03/24/2011		S	2,989 D	\$ 19.03 50,804.88	D	
Class A Common Stock	03/24/2011		M	1,011 A	\$ 8.35 51,815.88	D	
Class A Common	03/24/2011		S	1,011 D	\$ 19.02 50,804.88	D	

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Stock

Class A Common Stock	03/24/2011	M	1,200	A	\$ 8.35	52,004.88	D
Class A Common Stock	03/24/2011	S	1,200	D	\$ 19.01	50,804.88	D
Class A Common Stock	03/24/2011	M	4,848	A	\$ 8.35	55,652.88	D
Class A Common Stock	03/24/2011	S	4,848	D	\$ 19	50,804.88	D
Class A Common Stock	03/24/2011	M	199	A	\$ 10.58	51,003.88	D
Class A Common Stock	03/24/2011	S	199	D	\$ 19	50,804.88	D
Class A Common Stock	03/25/2011	S	754	D	\$ 19	50,050.88	D

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 10.58	03/24/2011		M		199		<u>(2)</u>	11/06/2011	Class A Common Stock	19

Non-Qualified Stock Option	\$ 8.35	03/24/2011	M	10,048	<u>(2)</u>	02/05/2014	Class A Common Stock	10,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NASON MARK A 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266			Executive Vice President	

Signatures

Mark Nason	03/25/2011
<u> </u> 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) Includes 395 shares acquired on December 31, 2010 under the Issuer's Employee Stock Purchase Plan.
- (2) Option vested and became exercisable at the rate of 25% on the grant date and 25% on each anniversary thereof.

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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