

MARGOLIS MICHAEL C
 Form 4
 January 05, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
MARGOLIS MICHAEL C

2. Issuer Name and Ticker or Trading Symbol
Cross, Inc. [CROX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2007

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

**C/O CROCS, INC., 6328
 MONARCH PARK PLACE**

VP - Sales & Marketing

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NIWOT, CO 80503

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | | |
| Common Stock | 01/03/2007 | | S ⁽¹⁾ | | 215 | D | \$ 43 77,814 D |
| Common Stock | 01/03/2007 | | S ⁽¹⁾ | | 193 | D | \$ 43.01 77,621 D |
| Common Stock | 01/03/2007 | | S ⁽¹⁾ | | 215 | D | \$ 43.02 77,406 D |
| Common Stock | 01/03/2007 | | S ⁽¹⁾ | | 451 | D | \$ 43.03 76,955 D |
| Common Stock | 01/03/2007 | | S ⁽¹⁾ | | 342 | D | \$ 43.04 76,613 D |

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| | | | | | | | | |
|--------------|------------|------------------------|--------|---|----------|--------|---|---------------------------|
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 644 | D | \$ 43.05 | 75,969 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 215 | D | \$ 43.06 | 75,754 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 215 | D | \$ 43.07 | 75,539 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 215 | D | \$ 43.1 | 75,324 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 300 | D | \$ 43.23 | 75,024 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 344 | D | \$ 43.29 | 74,680 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 537 | D | \$ 43.5 | 74,143 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 215 | D | \$ 43.52 | 73,928 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 215 | D | \$ 43.67 | 73,713 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 107 | D | \$ 44.13 | 73,606 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 644 | D | \$ 44.37 | 72,962 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 333 | D | \$ 44.56 | 72,629 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 16,300 | D | \$ 44.67 | 56,329 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 1,600 | D | \$ 44.69 | 54,729 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 9,346 | D | \$ 44.71 | 45,383 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 3,000 | D | \$ 44.75 | 42,383 | D | |
| Common Stock | 01/03/2007 | <u>S⁽¹⁾</u> | 14,354 | D | \$ 44.76 | 28,029 | D | |
| Common Stock | | | | | | 200 | I | By daughter <u>(2)</u> |

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

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SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARGOLIS MICHAEL C C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503 | | | VP - Sales & Marketing | |

Signatures

/s/ John Gaddis, Attorney-in-Fact 01/05/2007

**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) These sales were executed under the terms of a sales plan adopted by the reporting person on November 29, 2006 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) The reporting person disclaims beneficial ownership of these securities except to the extent that 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 any other purpose.

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