

Crocs, Inc.
Form 4
August 29, 2007

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARKS MICHAEL E

(Last) (First) (Middle)

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

(Street)

NIWOT 80503

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2007

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)

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/27/2007		M		34,220	A	\$ 0.51	34,220	D
Common Stock	08/27/2007		S		1,255	D	\$ 60.0004	32,965	D
Common Stock	08/27/2007		S		5,065	D	\$ 60.0094	27,900	D
Common Stock	08/27/2007		S		5,000	D	\$ 60.0172	22,900	D
Common Stock	08/27/2007		S		200	D	\$ 60.02	22,700	D

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Common Stock	08/27/2007	S	800	D	\$ 60.0213	21,900	D	
Common Stock	08/27/2007	S	5,000	D	\$ 60.0532	16,900	D	
Common Stock	08/27/2007	S	3,000	D	\$ 60.07	13,900	D	
Common Stock	08/27/2007	S	5,000	D	\$ 60.0948	8,900	D	
Common Stock	08/27/2007	S	3,800	D	\$ 60.1066	5,100	D	
Common Stock	08/27/2007	S	5,100	D	\$ 60.1539	0	D	
Common Stock						1,214,808	I	By WB Investors (1)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.51 (2)	08/27/2007		M	34,220 (2)	(3) 09/01/2011	Common Stock 34,220

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

MARKS MICHAEL E
C/O CROCS, INC.
6328 MONARCH PARK PLACE
NIWOT 80503

X

Signatures

/s/ Erik Rebich, Attorney
in Fact

08/29/2007

__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).

The reporting person disclaims beneficial ownership of these securities except to the extent the reporting person is deemed to have a

- (1) 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 for any other purpose.
- (2) This option was previously reported as covering 116,810 shares at an exercise price of \$1.02 per share, but was adjusted to reflect the stock split that occurred on June 15, 2007.
- (3) Of the 199,400 options remaining, 82,590 are currently vested. The 116,810 unvested options will vest in two equal installments on September 1, 2007 and September 1, 2008. The option is subject to early exercise.

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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