

Crocs, Inc.
Form 4/A
July 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
SHARP RICHARD L

(Last) (First) (Middle)

9020 STONY POINT PARKWAY,
SUITE 180

(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
06/30/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock ⁽¹⁾	06/26/2008		A		11,494	A	11,494	D	
Common Stock					800,000 ⁽³⁾			I	By The RLS Trust ⁽⁴⁾
Common Stock					116,810 ⁽³⁾			I	By BES & RS, LLC ⁽⁴⁾
Common Stock					116,810 ⁽³⁾			I	By EGG & RS, LLC ⁽⁴⁾

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- (2) Pursuant to the issuer's 2007 Equity Incentive Plan, the board of directors granted \$100,000 of common stock to each non-employee director, based on the \$8.70 closing price of the common stock on June 26, 2008, as quoted on the NASDAQ Global Select Market.
- (3) On June 15, 2007, the common stock of the issuer split 2-for-1, resulting in the reporting person's indirect ownership of 575,215 additional shares of common stock.
- (4) Mr. Sharp is the sole trustee of The RLS Trust and is the sole manager of each of BES & RS, LLC, EGG & RS, LLC and RBG & RS, LLC, and he exercises voting and investment power over all of the shares beneficially owned by the trust and each company.
- (5) This option vests in four equal installments on the dates of the next four annual meetings of stockholders, beginning with the annual meeting of stockholders in 2009.

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