FRASCH RONALD Form 4 May 04, 2009

FORM 4

subject to

Form 5

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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SECURITIES Section 16. Form 4 or obligations

(Middle)

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

1(b).

(Last)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * FRASCH RONALD

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Crocs, Inc. [CROX]

(Check all applicable)

C/O CROCS, INC., 6328

3. Date of Earliest Transaction

(Month/Day/Year) 04/30/2009

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

MONARCH PARK PLACE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NIWOT, CO 80503

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Security

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year)

or Exercise

Execution Date, if any

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 19.61	04/30/2009		D <u>(1)</u>		65,000	(2)	10/30/2013	Common Stock	65,000	
Stock Option (Right to Buy)	\$ 47.88	04/30/2009		D <u>(1)</u>		20,000	<u>(3)</u>	07/08/2014	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FRASCH RONALD C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503	X						

Signatures

/s/ Erik Rebich, Attorney-in-Fact 05/04/2009

**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).
- On April 30, 2009, the issuer canceled the option pursuant to an issuer tender offer described in the Tender Offer Statement on Schedule (1) TO filed with the Securities and Exchange Commission on April 2, 2009, as amended. The reporting person tendered the option in exchange for a cash payment.
- (2) The canceled option provided for vesting in four equal annual installments on the dates of the four annual meetings of stockholders following the grant date, beginning with the 2007 annual meeting of stockholders.
- (3) The canceled option provided for vesting in four equal annual installments on the dates of the four annual meetings of stockholders following the grant date, beginning with the 2008 annual meeting of stockholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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