

Crocs, Inc.
Form 4
June 29, 2009

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)
06/25/2009

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/25/2009		A		39,216	A	<u>(1)</u> 850,710 <u>(2)</u>	I	By The RLS Trust <u>(3)</u>
Common Stock	06/25/2009		A		<u>(4)</u> 23,810	A	<u>(4)</u> 874,520	I	By The RLS Trust <u>(3)</u>
Common Stock							116,810	I	By BES & RS, LLC <u>(3)</u>
Common Stock							116,810	I	By EGG & RS, LLC

(3)

Common Stock 116,810 I By RBG & RS, LLC

(3)

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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.57	06/25/2009		A	10,000	(5) 06/25/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHARP RICHARD L
9020 STONY POINT PARKWAY, SUITE 180 X
RICHMOND, VA 23235

Signatures

/s/ Erik Rebich, 06/29/2009
Attorney-in-Fact

**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)

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Pursuant to the issuer's Board of Directors Compensation Plan, the board of directors granted \$100,000 of common stock to each non-employee director, and an additional \$40,000 of common stock to the reporting person as a one-time grant for certain services performed by him as Chairman of the board of directors, under the issuer's 2007 Equity Incentive Plan, based on the \$3.57 closing price of the common stock on June 25, 2009, as quoted on the NASDAQ Global Select Market.

- (2) Includes 11,494 shares previously held directly by the reporting person, which were re-registered in the name of The RLS Trust on December 8, 2008. The reporting person is the sole trustee of The RLS Trust.
- (3) The reporting person 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.

- (4) Pursuant to the issuer's Board of Directors Compensation Plan, the reporting person elected to receive \$85,000 of restricted stock issued under the issuer's 2007 Equity Incentive Plan as his director compensation. The restricted stock issued to the reporting person is based on the \$3.57 closing price of the issuer's common stock on June 25, 2009, as quoted on the NASDAQ Global Select Market. The restricted stock vests in four equal installments on September 25, 2009, December 25, 2009, March 25, 2010 and June 25, 2010.

- (5) The 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 2010.

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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