

FOSSIL INC
Form 4
August 10, 2006

FORM 4

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

OMB APPROVAL

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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 *
KERCHO RANDY

(Last) (First) (Middle)

2280 N. GREENVILLE AVE.

(Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FOSSIL INC [FOSL]

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2006

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)

Executive Vice President

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 | 08/08/2006 | | M | 65,871 A \$ 1.6297 | 133,004 ⁽¹⁾ | D | |
| Common Stock | | | | | 13,500 | I | Custodian for minor child |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 18.41 | | | | | 02/19/2007 | 02/19/2014 | Common Stock | 12,000 |
| Stock Options (Right to buy) | \$ 2.4692 | | | | | 02/06/1998 | 02/06/2007 | Common Stock | 50,600 |
| Stock Options (Right to buy) | \$ 4.3333 | | | | | 01/12/1999 | 01/12/2008 | Common Stock | 75,900 |
| Stock Options (Right to buy) | \$ 4.9723 | | | | | 10/25/2003 | 10/25/2010 | Common Stock | 56,200 |
| Stock Options (Right to buy) | \$ 7.1111 | | | | | 02/02/2001 | 02/02/2010 | Common Stock | 44,900 |
| Stock Options (Right to buy) | \$ 8.0185 | | | | | 02/12/2000 | 02/12/2009 | Common Stock | 50,600 |
| Stock Options (Right to buy) | \$ 9.2223 | | | | | 01/14/2003 | 01/14/2012 | Common Stock | 56,200 |
| Stock Options (Right to buy) | \$ 11.6667 | | | | | 02/24/2004 | 02/24/2013 | Common Stock | 37,500 |
| Stock Options | \$ 19.1333 | | | | | 02/23/2005 | 02/23/2014 | Common Stock | 33,700 |

(Right to buy)

Stock

Options (Right to buy)

\$ 25.77

03/08/2006 03/08/2015

Common Stock

22,5

Stock

Options (Right to buy)

\$ 1.6297

08/08/2006

M

65,871

08/30/1996 08/30/2006

Common Stock

65,8

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KERCHO RANDY 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082 | | | Executive Vice President | |

Signatures

RANDY S
KERCHO

08/10/2006

**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) After giving effect to the grants of restricted stock and restricted stock units reported herein, includes 34,875 shares of restricted stock, 3,000 restricted stock units and 6,984 shares held indirectly through a 401(k) plan account as of June 30, 2006.
- (2) Not applicable.

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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