

CANNON W STEPHEN  
Form 4  
June 07, 2012

**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 \*  
CANNON W STEPHEN

(Last) (First) (Middle)

C/O CROCS, INC. 7477 E DRY CREEK PARKWAY

(Street)

NIWOT, CO 80503

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/05/2012

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	06/05/2012		A		6,068 <sup>(1)</sup> \$ 0	6,313	D
Common Stock	06/05/2012		A		1,821 <sup>(2)</sup> \$ 0	8,134	D
Common Stock						56,375 <sup>(3)</sup>	I <u>By Trust</u> <sup>(4)</sup>

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

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SEC 1474 (9-02)

number.

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

CANNON W STEPHEN  
C/O CROCS, INC. 7477 E DRY CREEK PARKWAY X  
NIWOT, CO 80503

## Signatures

/s/ Dan Hart, 06/07/2012  
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) 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 under the issuer's 2007 Equity Incentive Plan (As Amended and Restated), based on the \$16.48 closing price of the common stock on June 5, 2012, as quoted on the NASDAQ Global Select Market.
  - (2) Pursuant to the issuer's Board of Directors Compensation Plan, the reporting person elected to receive \$30,000 of restricted stock issued under the issuer's 2007 Equity Incentive Plan (As Amended and Restated) in lieu of cash compensation. The restricted stock issued to the reporting person is based on the \$16.48 closing price of the common stock on June 5, 2012, as quoted on the NASDAQ Global Select Market. The restricted stock vests in four equal installments on September 5, 2012, December 5, 2012, March 5, 2013 and June 5, 2013.
  - (3) Includes 730 shares previously held directly by the reporting person, which were re-registered in the name of the W. Stephen Cannon Revocable Trust.
  - (4) The reporting person is the sole trustee of the W. Stephen Cannon Revocable Trust and exercises voting and investment power over the shares beneficially owned by the trust.

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.