

SKECHERS USA INC
Form 4
November 08, 2006

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 *
GREENBERG ROBERT

(Last) (First) (Middle)

228 MANHATTAN BEACH BLVD.

(Street)

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SKECHERS USA INC [SKX]

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

08/18/2006

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class B Common Stock ⁽¹⁾	<u>(2)</u>	08/18/2006	G ⁽³⁾	V		45,000	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	45,000		
Class B Common Stock ⁽¹⁾	<u>(2)</u>	10/24/2006	G ⁽⁴⁾	V		38,000	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	38,000		
Class B Common Stock ⁽¹⁾	<u>(2)</u>	10/24/2006	G ⁽⁵⁾	V		32,000	<u>(2)</u>	<u>(2)</u>	Class A Common Stock	32,000		
Class B Common Stock ⁽¹⁾	<u>(2)</u>	10/24/2006	G ⁽⁵⁾	V	32,000		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	32,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG ROBERT 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266	X	X	Chief Executive Officer	
GREENBERG M SUSAN 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266		X		
GREENBERG FAMILY TRUST 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266		X		

Signatures

Robert Greenberg	11/03/2006
<u> </u> **Signature of Reporting Person	Date
M. Susan Greenberg	11/03/2006
<u> </u> **Signature of Reporting Person	Date
Robert Greenberg; M. Susan Greenberg	11/03/2006
<u> </u> **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).

Holdings of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common

(1) Stock are entitled to one vote per share while holders of Class B Common Stock are entitled to ten votes per share on matters to be voted on by shareholders.

Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at

(2) any time, with no expiration date, upon voluntary conversion by the holder of such shares or upon any sale or transfer of such shares with certain exceptions.

(3) Robert and Susan Greenberg gifted 45,000 shares of Class B Common Stock to the Catherine Elle Greenberg 2006 Trust on August 18, 2006.

(4) Robert and Susan Greenberg gifted 38,000 shares of Class B Common Stock to the Maggie Hayes Messer 2006 Trust on October 24, 2006.

(5) Robert and Susan Greenberg gifted 32,000 shares of Class B Common Stock to the Greenberg Family Trust on October 24, 2006.

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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