

Crocs, Inc.
Form 4
February 06, 2007

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 *
SNYDER RONALD R

(Last) (First) (Middle)
C/O CROCS, INC., 6328
MONARCH PARK PLACE
(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)
02/02/2007

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)
CEO and 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/02/2007		S ⁽¹⁾	17,500 D	\$ 53.3	739,980 ⁽²⁾	D
Common Stock	02/02/2007		S ⁽¹⁾	7,500 D	\$ 53.25	732,480	D
Common Stock	02/02/2007		S ⁽¹⁾	1,500 D	\$ 53.51	730,980	D
Common Stock	02/02/2007		S ⁽¹⁾	1,000 D	\$ 53.48	729,980	D
Common Stock	02/02/2007		S ⁽¹⁾	6,400 D	\$ 53.04	723,580	D

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Common Stock	02/02/2007	S ⁽¹⁾	4,000	D	\$ 53.27	719,580	D	
Common Stock	02/02/2007	S ⁽¹⁾	5,000	D	\$ 53.33	714,580	D	
Common Stock	02/02/2007	S ⁽¹⁾	100	D	\$ 53.5	714,480	D	
Common Stock	02/02/2007	S ⁽¹⁾	4,500	D	\$ 53.96	709,980	D	
Common Stock	02/02/2007	S ⁽¹⁾	500	D	\$ 53.94	709,480	D	
Common Stock	02/02/2007	S ⁽¹⁾	400	D	\$ 53.65	709,080	D	
Common Stock	02/02/2007	S ⁽¹⁾	600	D	\$ 53.72	708,480	D	
Common Stock	02/02/2007	S ⁽¹⁾	400	D	\$ 53.73	708,080	D	
Common Stock	02/02/2007	S ⁽¹⁾	200	D	\$ 53.8	707,880	D	
Common Stock	02/02/2007	S ⁽¹⁾	400	D	\$ 53.71	707,480	D	
Common Stock						16,580	I	By spouse (3)
Common Stock						29,203	I	By child (3)
Common Stock						1,305	I	By child (3)
Common Stock						1,305	I	By child (3)
Common Stock						11,681	I	By child (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SNYDER RONALD R
C/O CROCS, INC.
6328 MONARCH PARK PLACE
NIWOT, CO 80503

X

CEO and President

Signatures

/s/ John Gaddis,
Attorney-in-Fact

02/06/2007

__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) These sales were executed under the terms of a sales plan adopted by the reporting person on November 30, 2006 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Includes 58,416 shares of common stock issued since February 7, 2006 pursuant to the vesting terms of a restricted stock award reported on Form 3 filed February 7, 2006.
- (3) The reporting person disclaims beneficial ownership of these securities except to the extent that the reporting person is deemed to have a pecuniary interest in the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.