

Crocs, Inc.
Form 4
May 11, 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 *
MARKS MICHAEL E

(Last) (First) (Middle)

C/O CROCS, INC., 6328
MONARCH PARK PLACE

(Street)

NIWOT 80503

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2007

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/07/2007 | | G V | Amount 10,000 (1) D | \$ 0 94,259 | D | |
| Common Stock | 05/07/2007 | | G V | Amount 10,000 (1) A | \$ 0 10,000 | I | By Marks Family Foundation (1) (2) |
| Common Stock | 05/10/2007 | | S | 500 D | \$ 70.56 9,500 | I | By Marks Family Foundation (2) |
| Common | 05/10/2007 | | S | 200 D | \$ 9,300 | I | By Marks |

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| | | | | | | | | |
|-----------------|------------|---|-----|---|-------------|-------|---|--|
| Stock | | | | | 70.57 | | | Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 300 | D | \$ 70.58 | 9,000 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 200 | D | \$ 70.67 | 8,800 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 900 | D | \$ 70.69 | 7,900 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 800 | D | \$ 70.7 | 7,100 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 200 | D | \$ 70.71 | 6,900 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 100 | D | \$ 70.72 | 6,800 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 300 | D | \$ 70.73 | 6,500 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 200 | D | \$ 70.74 | 6,300 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 255 | D | \$ 70.75 | 6,045 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 100 | D | \$ 70.77 | 5,945 | I | By Marks Family Foundation <u>(2)</u> |
| Common Stock | 05/10/2007 | S | 200 | D | \$ 70.82 | 5,745 | I | By Marks Family |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|-------|---|--|
| Common Stock | 05/10/2007 | | S | 500 | D | \$ 70.83 | 5,245 | I | Foundation (2) By Marks Family Foundation (2) |
| Common Stock | 05/10/2007 | | S | 200 | D | \$ 70.85 | 5,045 | I | By Marks Family Foundation (2) |
| Common Stock | 05/10/2007 | | S | 400 | D | \$ 70.86 | 4,645 | I | By Marks Family Foundation (2) |
| Common Stock | 05/10/2007 | | S | 45 | D | \$ 70.87 | 4,600 | I | By Marks Family Foundation (2) |
| Common Stock | 05/10/2007 | | S | 600 | D | \$ 70.88 | 4,000 | I | By Marks Family Foundation (2) |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARKS MICHAEL E C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT 80503 | | X | | |

Signatures

| | |
|---|------------|
| /s/ John W. Gaddis, Attorney-in-Fact | 05/11/2007 |
| **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 shares were previously reported as directly beneficially owned but were contributed to the Marks Family Foundation on May 7, 2007.
- The reporting person disclaims beneficial ownership of these securities except to the extent that the reporting person is deemed to have a
- (2) pecuniary interest in the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owners of such securities for purposes of Section 16 or for any other purpose.

Remarks:

Part 1 (of 6)

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.