

Crocs, Inc.
Form 4
August 02, 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 *
FRASCH RONALD

(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)
07/31/2007

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/31/2007		M			15,000	A	\$ 19.61	15,000	D	
Common Stock	07/31/2007		S			192	D	\$ 59.75	14,808	D	
Common Stock	07/31/2007		S			2,804	D	\$ 59.76	12,004	D	
Common Stock	07/31/2007		S			1,496	D	\$ 59.77	10,508	D	
Common Stock	07/31/2007		S			300	D	\$ 59.78	10,208	D	

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Common Stock	07/31/2007	S	200	D	\$ 59.8	10,008	D
Common Stock	07/31/2007	S	100	D	\$ 59.81	9,908	D
Common Stock	07/31/2007	S	4,800	D	\$ 59.85	5,108	D
Common Stock	07/31/2007	S	1,400	D	\$ 59.86	3,708	D
Common Stock	07/31/2007	S	600	D	\$ 59.87	3,108	D
Common Stock	07/31/2007	S	400	D	\$ 59.88	2,708	D
Common Stock	07/31/2007	S	100	D	\$ 59.89	2,608	D
Common Stock	07/31/2007	S	1,000	D	\$ 59.92	1,608	D
Common Stock	07/31/2007	S	100	D	\$ 59.93	1,508	D
Common Stock	07/31/2007	S	604	D	\$ 59.95	904	D
Common Stock	07/31/2007	S	904	D	\$ 59.97	0	D

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 19.61 <u>(1)</u>	07/31/2007		M	15,000 <u>(1)</u>	<u>(2)</u>	10/29/2013	Common Stock	15,000

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRASCH RONALD C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503	X			

Signatures

/s/ Jason Day, Attorney in Fact	08/02/2007
<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).
- (1) This option was previously reported as covering 40,000 shares at an exercise price of \$39.22 per share, but was adjusted to reflect the stock split that occurred on June 15, 2007.
 - (2) Of the 65,000 options remaining, 5,000 are currently vested. The 60,000 unvested options will vest in three equal installments on the dates of the next three annual meetings of stockholders.

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.