

Crocs, Inc.
Form 4
September 27, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/25/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

(Street)
NIWOT, CO 80503

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/25/2007 | | M | | 38,937 A \$ 0.51 | 739,833 ⁽¹⁾ | D |
| Common Stock | 09/25/2007 | | M | | 38,937 A \$ 10.5 | 778,770 | D |
| Common Stock | 09/25/2007 | | S ⁽²⁾ | | 36,033 D \$ 64.6 | 742,737 | D |
| Common Stock | 09/25/2007 | | S ⁽²⁾ | | 1,700 D \$ 64.61 | 741,037 | D |
| Common Stock | 09/25/2007 | | S ⁽²⁾ | | 12,912 D \$ 64.62 | 728,125 | D |

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| | | | | | | | | |
|--------------|------------|-------------|-------|---|----------|---------|---|-------------------------|
| Common Stock | 09/25/2007 | <u>S(2)</u> | 6,002 | D | \$ 64.63 | 722,123 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 6,687 | D | \$ 64.64 | 715,436 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 7,925 | D | \$ 64.65 | 707,511 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 2,800 | D | \$ 64.66 | 704,711 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 1,693 | D | \$ 64.67 | 703,018 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 4,672 | D | \$ 64.68 | 698,346 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 703 | D | \$ 64.69 | 697,643 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 2,200 | D | \$ 64.7 | 695,443 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 4,868 | D | \$ 64.71 | 690,575 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 2,405 | D | \$ 64.72 | 688,170 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 289 | D | \$ 64.74 | 687,881 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 85 | D | \$ 64.75 | 687,796 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 100 | D | \$ 64.77 | 687,696 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 200 | D | \$ 64.78 | 687,496 | D | |
| Common Stock | 09/25/2007 | <u>S(2)</u> | 1,200 | D | \$ 64.81 | 686,296 | D | |
| Common Stock | | | | | | 33,160 | I | By spouse <u>(3)</u> |
| Common Stock | | | | | | 23,362 | I | By child <u>(3)</u> |

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

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(9-02)

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

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 0.51 | 09/25/2007 | | M | 38,937 | <u>(4)</u> 09/01/2011 | Common Stock | 38,937 |
| Common Stock (Right to Buy) | \$ 10.5 | 09/25/2007 | | M | 38,937 | <u>(5)</u> 02/06/2016 | Common Stock | 38,937 |

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/ Erik Rebich, Attorney
in Fact 09/27/2007

__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) Since July 31, 2007, the reporting person acquired 19,472 shares of Crocs, Inc. common stock pursuant to the vesting terms of a previously reported restricted stock award.
 - (2) The shares were sold pursuant to a sales plan adopted by the reporting person on September 14, 2007 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
 - (3) The reporting person disclaims beneficial ownership of these securities except to the extent 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.
 - (4) Of the 233,619 options remaining, none are currently vested. The unvested option shares will vest in a series of 12 successive equal monthly installments upon the reporting person's completion of each additional month of continuous employment with the issuer. The option is subject to early exercise.

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- Of the 545,111 options remaining, none are currently vested. The unvested option shares will vest in a series of 28 successive equal
- (5) monthly installments upon the reporting person's completion of each additional month of continuous employment with the issuer. The option is subject to early exercise.

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