Hart Daniel P Form 4 January 31, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average

0.5

OMB APPROVAL

burden hours per response...

5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1 Name and Address of Reporting Person *

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

1(b).

Stock

(Print or Type Responses)

	Hart Daniel	P Reporting	Symbol		Issuer				
			Crocs,	Inc. [CROX]	(Check all applicable)				
	(Last)	(First) (I	Middle) 3. Date of	of Earliest Transaction					
C/O CROCS, INC., 7477 DRY			,	Day/Year)	Director 10% Owner				
			RY 01/29/2	2013	_X_ Officer (give title Other (specify				
	CREEK PAR	RKWAY			below) below) Executive Vice President				
		(Street)	4. If Am	nendment, Date Original	6. Individual or Joint/Group Filing(Check				
	NIWOT, CO	80503	Filed(Mo	onth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip) Tak	ble I - Non-Derivative Securiti	es Acquired, Disposed of, or Beneficially Owned				
	1.Title of	2. Transaction Dat	e 2A. Deemed	3. 4. Securities Acq	uired 5. Amount of 6. Ownership 7. Nature of				
		Execution Date, if	f Transaction(A) or Disposed	of Securities Form: Direct Indirect					
		•	Code (D)	Beneficially (D) or Beneficial					
			(Month/Day/Year)	(Instr. 8) (Instr. 3, 4 and 5)					
	Common			` '	Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
	Common	01/29/2013		A $\frac{12,772}{(1)}$ A	\$ 0 131,315 D				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

(1)

Edgar Filing: Hart Daniel P - Form 4

1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
							Lacicisable	Date		of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hart Daniel P C/O CROCS, INC., 7477 DRY CREEK PARKWAY NIWOT, CO 80503

Executive Vice President

Signatures

/s/ Dan Hart 01/31/2013

**Signature of Date
Reporting Person

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).

Represents 12,772 restricted stock units granted to the reporting person under the issuer's 2007 Equity Incentive Plan (as Amended and Restated). Each restricted stock unit represents the contingent right to receive one share of the issuer's common stock. The restricted stock units vest as follows: fifty percent (50%) of the restricted stock units will vest on the first anniversary of the grant date; forty percent (40%) of the restricted stock units will vest on the second anniversary of the grant date; and ten percent (10%) of the restricted stock units will vest on the third anniversary of the grant date, provided that the reporting person remains employed by the issuer as of each vesting date.

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.

Reporting Owners 2