

Crocs, Inc.  
Form 4  
May 10, 2011

**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 \*  
SHARP RICHARD L

(Last) (First) (Middle)

9020 STONY POINT PARKWAY,  
SUITE 180

(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/06/2011

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) |         |   |                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|----------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |         |   |                      |
| Common Stock                    | 05/06/2011                           |  | M                              |   | 152,713   | A  | \$ 1.69   | 155,165 | D |                      |
| Common Stock                    | 05/06/2011                           |  | S                              |   | 152,713   | D  | \$ 21   | 2,452   | D |                      |
| Common Stock                    | 05/06/2011                           |  | S                              |   | 39,610  | D  | \$ 21.0559<br>(1)                                     | 0       | I | By EGG & RS, LLC (2) |
| Common Stock                    | 05/06/2011                           |  | S                              |   | 39,610  | D  | \$ 21.0407<br>(3)                                     | 0       | I | By RBG & RS, LLC (2) |
|                                 | 05/06/2011                           |  | S                              |   | 39,610  | D  |   | 0       | I |                      |

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|              |            |  |   |         |                  |                   |             |   |                      |
|--------------|------------|--|---|---------|------------------|-------------------|-------------|---|----------------------|
| Common Stock |            |  |   |         | \$ 21.009<br>(4) |                   |             |   | By BES & RS, LLC (2) |
| Common Stock | 05/06/2011 |  | S | 39,600  | D                | \$ 21.0059<br>(5) | 0           | I | By CSS & RS, LLC (2) |
| Common Stock | 05/09/2011 |  | M | 197,717 | A                | \$ 1.69           | 200,169     | D |                      |
| Common Stock | 05/09/2011 |  | S | 197,717 | D                | \$ 21.0349<br>(6) | 2,452       | D |                      |
| Common Stock |            |  |   |         |                  |                   | 666,507 (7) | I | By The RLS Trust (2) |

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

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SEC 1474  
(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) |             |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title       | Amount Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 1.69 (8)  | 05/06/2011                           |  | M                              | 152,713 (8)   | (9) 04/27/2012   | Common Stock  | 152,713 (8) |                      |
| Employee Stock Option (Right to Buy)       | \$ 1.69 (8)  | 05/09/2011                           |  | M                              | 197,717 (8)   | (9) 04/27/2012   | Common Stock  | 197,717 (8) |                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SHARP RICHARD L<br>9020 STONY POINT PARKWAY, SUITE 180<br>RICHMOND, VA 23235 | X             |           |         |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Jason Day,<br>Attorney-in-Fact | 05/10/2011 |
|------------------------------------|------------|

|                                 |      |
|---------------------------------|------|
| **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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.95 to \$21.085, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (3), (4), (5) and (6) of this Form 4.
 

The reporting person is the sole trustee of The RLS Trust and is the sole manager of each of BES & RS, LLC, EGG & RS, LLC, RBG & RS, LLC and CSS & RS, LLC and he exercises voting and investment power over all of the shares beneficially owned by the trust and each company.
  - (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.96 to \$21.075, inclusive.
  - (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.92 to \$21.06, inclusive.
  - (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.981 to \$21.02, inclusive.
  - (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.125, inclusive.
  - (6) Includes 7,352 shares previously held directly by the reporting person, which were re-registered in the name of The RLS Trust.
  - (7) This option was previously reported as covering 175,215 shares at an exercise price of \$3.38 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on June 14, 2007.
  - (8) The options vested and became exercisable in four equal installments on May 1, 2006, May 1, 2007, May 1, 2008 and May 1, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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