

BARNES MICHAEL W  
 Form 4  
 February 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 \*  
**BARNES MICHAEL W**

(Last) (First) (Middle)  
 2280 N. GREENVILLE AVE.  
 (Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FOSSIL INC [FOSL]**

3. Date of Earliest Transaction (Month/Day/Year)  
 02/23/2007

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)  
 President and COO

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                    | 02/23/2007                           |  | F                              | 715 D   | \$ 0 183,326 <sup>(1)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,518   | I  | Independent Administrator of Estate                   |

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

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SEC 1474 (9-02)

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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                         |
| Stock Appreciation Right                   | \$ 18.41   |                                      |  |                                |   | 02/19/2007      02/19/2014                               | Common Stock      24,000                                      |
| Stock Appreciation Right                   | \$ 22.63   |                                      |  |                                |   | 02/01/2008      02/01/2015                               | Common Stock      40,000                                      |
| Stock Options (Right to buy)               | \$ 4.9723  |                                      |  |                                |   | 10/25/2003      10/25/2010                               | Common Stock      39,373                                      |
| Stock Options (Right to buy)               | \$ 7.1111  |                                      |  |                                |   | 02/02/2001      02/02/2010                               | Common Stock      11,250                                      |
| Stock Options (Right to buy)               | \$ 9.2223  |                                      |  |                                |   | 01/14/2003      01/14/2012                               | Common Stock      31,499                                      |
| Stock Options (Right to buy)               | \$ 11.6667   |                                      |  |                                |   | 02/24/2004      02/24/2013                               | Common Stock      51,000                                      |
| Stock Options (Right to buy)               | \$ 19.1333   |                                      |  |                                |   | 02/23/2005      02/23/2014                               | Common Stock      60,000                                      |
| Stock Options (Right to buy)               | \$ 25.77   |                                      |  |                                |   | 03/08/2006      03/08/2015                               | Common Stock      40,000                                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| BARNES MICHAEL W<br>2280 N. GREENVILLE AVE.<br>RICHARDSON, TX 75082 | X             |           | President<br>and COO |       |

## Signatures

MICHAEL W  
BARNES

02/27/2007

\_\_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) Includes 82,039 shares of restricted stock, 14,320 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2006.

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.