

Crocs, Inc.  
Form 4  
August 29, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MARKS MICHAEL E

(Last) (First) (Middle)

C/O CROCS, INC., 6328  
MONARCH PARK PLACE

(Street)

NIWOT 80503

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/27/2007

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 or Price   |  |                                   |
| Common Stock                    | 08/27/2007                           |  | M                              |   | 34,220 A \$ 0.51  | D  |                                   |
| Common Stock                    | 08/27/2007                           |  | S                              |   | 1,255 D \$ 60.0004  | D  |                                   |
| Common Stock                    | 08/27/2007                           |  | S                              |   | 5,065 D \$ 60.0094  | D  |                                   |
| Common Stock                    | 08/27/2007                           |  | S                              |   | 5,000 D \$ 60.0172  | D  |                                   |
| Common Stock                    | 08/27/2007                           |  | S                              |   | 200 D \$ 60.02  | D  |                                   |

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|              |            |   |       |   |            |           |   |                        |
|--------------|------------|---|-------|---|------------|-----------|---|------------------------|
| Common Stock | 08/27/2007 | S | 800   | D | \$ 60.0213 | 21,900    | D |                        |
| Common Stock | 08/27/2007 | S | 5,000 | D | \$ 60.0532 | 16,900    | D |                        |
| Common Stock | 08/27/2007 | S | 3,000 | D | \$ 60.07   | 13,900    | D |                        |
| Common Stock | 08/27/2007 | S | 5,000 | D | \$ 60.0948 | 8,900     | D |                        |
| Common Stock | 08/27/2007 | S | 3,800 | D | \$ 60.1066 | 5,100     | D |                        |
| Common Stock | 08/27/2007 | S | 5,100 | D | \$ 60.1539 | 0         | D |                        |
| Common Stock |            |   |       |   |            | 1,214,808 | I | By WB Investors<br>(1) |

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) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Employee Stock Option (Right to Buy)       | \$ 0.51 <sup>(2)</sup>                                 | 08/27/2007                           |  | M                              | 34,220 <sup>(2)</sup>   | <sup>(3)</sup>   | 09/01/2011  | Common Stock               | 34,220 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARKS MICHAEL E  
C/O CROCS, INC.  
6328 MONARCH PARK PLACE  
NIWOT 80503

X

## Signatures

/s/ Erik Rebich, Attorney  
in Fact

08/29/2007

\_\_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).

The reporting person disclaims beneficial ownership of these securities except to the extent the reporting person is deemed to have a

- (1) 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.
- (2) This option was previously reported as covering 116,810 shares at an exercise price of \$1.02 per share, but was adjusted to reflect the stock split that occurred on June 15, 2007.
- (3) Of the 199,400 options remaining, 82,590 are currently vested. The 116,810 unvested options will vest in two equal installments on September 1, 2007 and September 1, 2008. The option is subject to early exercise.

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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