MARGOLIS MICHAEL C

Form 4

December 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

	Address of Repo S MICHAEL	_	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)	3. Date of Earliest Transaction	(Check an applicable)
	S, INC., 6328 H PARK PLA		(Month/Day/Year) 11/29/2006	Director 10% Owner _X_ Officer (give title Other (specify below) VP - Sales & Marketing
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
NIWOT, CO	O 80503		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	anired. Disposed of, or Beneficially Owned

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (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	11/29/2006		M	60,120	A	\$ 5.69	138,149	D	
Common Stock	11/29/2006		S	60,120	D	\$ 42.9848	78,029	D	
Common Stock	11/30/2006		M	6,878	A	\$ 5.69	84,907	D	
Common Stock	11/30/2006		S	6,878	D	\$ 43.0914	78,029	D	
Common Stock							200	I	By daughter

Edgar Filing: MARGOLIS MICHAEL C - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.69	11/29/2006		M	60,120	<u>(1)</u>	07/31/2015	Common Stock	60,120
Employee Stock Option (right to buy)	\$ 5.69	11/30/2006		M	6,878	<u>(1)</u>	07/31/2015	Common Stock	6,878

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARGOLIS MICHAEL C							
C/O CROCS, INC.			VP - Sales				
6328 MONARCH PARK PLACE			& Marketing				
NIWOT, CO 80503							

Signatures

/s/ John Gaddis,	12/01/2006
Attorney-in-Fact	12/01/2000

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: MARGOLIS MICHAEL C - Form 4

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) Of the 158,563 options, approximately 72,670 are currently vested with the balance of the option shares vesting in a series of 25 equal monthly installments. 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. 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.