Crocs, Inc. Form 4 May 16, 2007

## FORM 4

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

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)

**OMB APPROVAL** 

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1. Name and AcCROGHAN		_	Issuer Name and Ticker or Trading     Symbol     Cross Inc. [CROY]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	Crocs, Inc. [CROX]  3. Date of Earliest Transaction	(Check all applicable)			
C/O CROCS, INC., 6328 MONARCH PARK PLACE			(Month/Day/Year) 05/14/2007	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NIWOT, CO 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	quired, Disposed of, or Beneficially Owned			

(,)	()	Table	e I - Non-D	erivative	Secur	ities Acqu	uirea, Disposea oi	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Security on (A) or Di (Instr. 3,	spose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/14/2007		S	365	D	\$ 71.56	3,875	I	By trust (1)
Common Stock	05/14/2007		S	250	D	\$ 71.57	3,625	I	By trust (1)
Common Stock	05/14/2007		S	235	D	\$ 71.73	3,390	I	By trust (1)
Common Stock	05/14/2007		S	615	D	\$ 71.74	2,775	I	By trust (1)
Common Stock	05/14/2007		S	385	D	\$ 71.75	2,390	I	By trust (1)

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Common Stock	05/14/2007	S	100	D	\$ 71.76	2,290	I	By trust (1)
Common Stock	05/14/2007	S	50	D	\$ 71.77	2,240	I	By trust (1)
Common Stock	05/14/2007	S	365	D	\$ 71.56	3,875	I	By trust (1)
Common Stock	05/14/2007	S	250	D	\$ 71.57	3,625	I	By trust (1)
Common Stock	05/14/2007	S	235	D	\$ 71.73	3,390	I	By trust (1)
Common Stock	05/14/2007	S	615	D	\$ 71.74	2,775	I	By trust (1)
Common Stock	05/14/2007	S	385	D	\$ 71.75	2,390	I	By trust (1)
Common Stock	05/14/2007	S	100	D	\$ 71.76	2,290	I	By trust (1)
Common Stock	05/14/2007	S	50	D	\$ 71.77	2,240	I	By trust (1)
Common Stock	05/15/2007	S(2)	773	D	\$ 71.45	50,969	D	
Common Stock	05/15/2007	S(2)	256	D	\$ 71.7	50,713	D	
Common Stock	05/15/2007	S(2)	512	D	\$ 71.71	50,201	D	
Common Stock	05/15/2007	S(2)	380	D	\$ 71.95	49,821	D	
Common Stock	05/15/2007	S(2)	384	D	\$ 71.96	49,437	D	
Common Stock	05/15/2007	S(2)	385	D	\$ 72.2	49,052	D	
Common Stock	05/15/2007	S(2)	377	D	\$ 72.21	48,675	D	
Common Stock	05/15/2007	S(2)	8	D	\$ 72.22	48,667	D	
Common Stock	05/15/2007	S(2)	385	D	\$ 72.45	48,282	D	
Common Stock	05/15/2007	S(2)	386	D	\$ 72.46	47,896	D	
Common Stock	05/15/2007	S(2)	368	D	\$ 72.7	47,528	D	
	05/15/2007	S(2)	384	D		47,144	D	

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Common Stock					\$ 72.71	
Common Stock	05/15/2007	S(2)	17	D	\$ 72.73 47,127	D
Common Stock	05/15/2007	S(2)	385	D	\$ 73.15 46,742	D

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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F-</b>	Director	10% Owner	Officer	Other			
CROGHAN RAYMOND D C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503	X						
<b>a</b> .							

# **Signatures**

John Gaddis, Attorney 05/16/2007 in Fact

\*\*Signature of Reporting Person Date

Reporting Owners 3

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### **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 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) The shares were sold pursuant to a sales plan adopted by the reporting person on May 11, 2007 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.

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.