#### CROGHAN RAYMOND D

Form 4 May 04, 2009

## 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)

(Last)

(City)

1. Name and Address of Reporting Person \* CROGHAN RAYMOND D

(First)

(Middle)

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

(Street)

(State)

(Zip)

NIWOT, CO 80503

2. Issuer Name and Ticker or Trading Symbol

Crocs, Inc. [CROX]

3. Date of Earliest Transaction

(Month/Day/Year) 04/30/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 19.61 0 (1)	04/30/2009		D(2)		20,000 (1)	(3)	10/30/2013	Common Stock	20,000	
Stock Option (Right to Buy)	\$ 47.88	04/30/2009		D(2)		20,000	<u>(4)</u>	07/08/2014	Common Stock	20,000	

# **Reporting Owners**

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

### **Signatures**

/s/ Erik Rebich, Attorney-in-Fact 05/04/2009

\*\*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) This option was previously reported as covering 10,000 shares at an exercise price of \$39.22 per share, but was adjusted to reflect the two-for-one stock split that occurred on June 15, 2007.
- On April 30, 2009, the issuer canceled the option, pursuant to an issuer tender offer described in the Tender Offer Statement on Schedule (2) TO filed with the Securities and Exchange Commission on April 2, 2009, as amended. The reporting person tendered the option in exchange for a cash payment.
- (3) The canceled option provided for vesting in four equal annual installments on the dates of the four annual meetings of stockholders following the grant date, beginning with the 2007 annual meeting of stockholders.
- (4) The canceled option provided for vesting in four equal annual installments on the dates of the four annual meetings of stockholders following the grant date, beginning with the 2008 annual meeting of stockholders.

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.

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