

SHROFF JAL S
Form 4
June 10, 2011

FORM 4

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

OMB APPROVAL

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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 *
SHROFF JAL S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

RICHARDSON, TX 75082

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/08/2011		M		3,376	A	\$ 11.7133
Common Stock	06/08/2011		M		15,000	A	\$ 22.48
Common Stock	06/08/2011		S		18,376	D	\$ 101.5157
Common Stock	06/08/2011		M		10,000	A	\$ 25.77
Common Stock	06/08/2011		M		6,000	A	\$ 30.71
Common Stock	06/08/2011		M		14,000	A	\$ 31.24

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Common
Stock

Common Stock 06/08/2011 S 30,000 D \$ 103,4241 3,578 ⁽¹⁾ D

Common Stock 670,442 I Healing Light Limited

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.7133	06/08/2011		M	3,376	03/25/2008 02/24/2013	Common Stock 3,376
Stock Options (Right to Buy)	\$ 22.48	06/08/2011		M	15,000	03/25/2008 02/23/2014	Common Stock 15,000
Stock Options (Right to Buy)	\$ 25.77	06/08/2011		M	10,000	03/08/2006 03/08/2015	Common Stock 10,000
Stock Options (Right to Buy)	\$ 30.71	06/08/2011		M	6,000	03/15/2009 03/15/2018	Common Stock 6,000
Stock Options (Right to Buy)	\$ 31.24	06/08/2011		M	14,000	06/01/2008 06/01/2017	Common Stock 14,000

Buy)

Stock

Options \$ 13.65
(Right to Buy)

03/15/2010 03/15/2019 Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHROFF JAL S 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082	X			

Signatures

/s/ Randy S. Hyne,
Attorney-in-Fact 06/10/2011

**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 987 restricted stock units.
- (2) Not applicable.

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