

PRITCHARD JENNIFER

Form 4

May 24, 2013

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRITCHARD JENNIFER

(Last) (First) (Middle)

901 S. CENTRAL EXPRESSWAY

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FOSSIL INC [FOSL]

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

05/22/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Divisional President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/22/2013 | | M | | 1,200 | A | \$ 31.24 | 16,109 | D |
| Common Stock | 05/22/2013 | | D | | 352 | D | \$ 31.24 | 15,757 | D |
| Common Stock | 05/22/2013 | | F | | 356 | D | \$ 0 | 15,401 | D |
| Common Stock | 05/22/2013 | | M | | 3,000 | A | \$ 30.71 | 18,401 | D |
| Common Stock | 05/22/2013 | | D | | 865 | D | \$ 30.71 | 17,536 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-----------------------|---|
| Common Stock | 05/22/2013 | F | 896 | D | \$ 0 | 16,640 | D |
| Common Stock | 05/22/2013 | M | 4,800 | A | \$ 13.65 | 21,440 | D |
| Common Stock | 05/22/2013 | D | 615 | D | \$ 13.65 | 20,825 | D |
| Common Stock | 05/22/2013 | F | 1,756 | D | \$ 0 | 19,069 | D |
| Common Stock | 05/22/2013 | M | 5,575 | A | \$ 38.395 | 24,644 | D |
| Common Stock | 05/22/2013 | D | 2,011 | D | \$ 38.395 | 22,633 | D |
| Common Stock | 05/22/2013 | F | 1,496 | D | \$ 0 | 21,137 | D |
| Common Stock | 05/22/2013 | M | 3,380 | A | \$ 81.23 | 24,517 | D |
| Common Stock | 05/22/2013 | D | 2,579 | D | \$ 81.23 | 21,938 | D |
| Common Stock | 05/22/2013 | F | 337 | D | \$ 0 | 21,601 ⁽¹⁾ | 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. 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 Appreciation Right | \$ 31.24 | 05/22/2013 | | M | 1,200 | 06/01/2008 | 06/01/2015 | Common Stock | 1,200 |

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| | | | | | | | | |
|--------------------------------|------------|------------|---|-------|------------|------------|-----------------|-------|
| Stock Appreciation Right | \$ 30.71 | 05/22/2013 | M | 3,000 | 03/15/2009 | 03/15/2016 | Common Stock | 3,000 |
| Stock Appreciation Right | \$ 13.65 | 05/22/2013 | M | 4,800 | 03/15/2010 | 03/15/2017 | Common Stock | 4,800 |
| Stock Appreciation Right | \$ 38.395 | 05/22/2013 | M | 5,575 | 03/15/2011 | 03/15/2018 | Common Stock | 5,575 |
| Stock Appreciation Right | \$ 81.23 | 05/22/2013 | M | 3,380 | 03/15/2012 | 03/15/2019 | Common Stock | 3,380 |
| Stock Appreciation Right | \$ 127.835 | | | | 03/15/2013 | 03/15/2020 | Common Stock | 6,200 |
| Stock Appreciation Right | \$ 106.395 | | | | 03/15/2014 | 03/15/2021 | Common Stock | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRITCHARD JENNIFER 901 S. CENTRAL EXPRESSWAY RICHARDSON, TX 75080 | | | Divisional President | |

Signatures

/s/ Jennifer
Pritchard

05/24/2013

__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 7,499 restricted stock units.
- (2) Not applicable.

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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