

PRITCHARD JENNIFER
Form 4
March 20, 2012

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 *
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)
03/16/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	03/16/2012		M		3,000	A	\$ 30.71
					24,008		
Common Stock	03/16/2012		D		730	D	\$ 30.71
					23,278		
Common Stock	03/16/2012		F		828	D	\$ 0
					22,450		
Common Stock	03/16/2012		M		4,800	A	\$ 13.65
					27,250		
Common Stock	03/16/2012		D		519	D	\$ 13.65
					26,731		

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Common Stock	03/16/2012	F	1,561	D	\$ 0	25,170	D
Common Stock	03/16/2012	M	5,575	A	\$ 38.395	30,745	D
Common Stock	03/16/2012	D	1,696	D	\$ 38.395	29,049	D
Common Stock	03/16/2012	F	1,414	D	\$ 0	27,635	D
Common Stock	03/16/2012	M	3,381	A	\$ 81.23	31,016	D
Common Stock	03/16/2012	D	2,176	D	\$ 81.23	28,840	D
Common Stock	03/16/2012	F	440	D	\$ 0	28,400	D
Common Stock	03/19/2012	S	7,392	D	\$ 130.751	21,008 ⁽¹⁾	D

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 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	\$ 30.71	03/16/2012		M	3,000	03/15/2009	03/15/2016	Common Stock	3,000
Stock Appreciation Right	\$ 13.65	03/16/2012		M	4,800	03/15/2010	03/15/2017	Common Stock	4,800
	\$ 38.395	03/16/2012		M	5,575	03/15/2011	03/15/2018		5,575

Stock Appreciation Right								Common Stock	
Stock Appreciation Right	\$ 81.23	03/16/2012	M	3,381	03/15/2012	03/15/2019		Common Stock	3,38
Stock Appreciation Right	\$ 31.24				06/01/2008	06/01/2015		Common Stock	1,20
Stock Appreciation Right	\$ 127.835				03/15/2013	03/15/2020		Common Stock	6,20

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
03/20/2012

**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 15,282 restricted stock units.
- (2) Not applicable.

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