

Crocs, Inc.
Form 4/A
June 21, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *
SHARP RICHARD L

(Last) (First) (Middle)

9020 STONY POINT PARKWAY,
SUITE 180

(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Crocs, Inc. [CROX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
05/14/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/10/2007 | | S | 500 ⁽¹⁾ D \$ 70.25 | 99,500 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | | S | 418 D \$ 70.26 | 99,082 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | | S | 1,000 D \$ 70.27 | 98,082 | I | By RLS 2000 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|---|
| Common Stock | 05/10/2007 | S | 400 | D | \$ 70.28 | 97,682 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 800 | D | \$ 70.29 | 96,882 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 300 | D | \$ 70.3 | 96,582 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 700 | D | \$ 70.31 | 95,882 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 600 | D | \$ 70.32 | 95,282 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 1,200 | D | \$ 70.33 | 94,082 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 200 | D | \$ 70.34 | 93,882 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 3,100 | D | \$ 70.35 | 90,782 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 2,244 | D | \$ 70.36 | 88,538 | I | Charitable Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |

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|--------------|------------|---|-------|---|----------|--------|---|---|
| Common Stock | 05/10/2007 | S | 1,214 | D | \$ 70.37 | 87,324 | I | Remainder Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 800 | D | \$ 70.39 | 86,524 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 200 | D | \$ 70.41 | 86,324 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 100 | D | \$ 70.42 | 86,224 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 200 | D | \$ 70.43 | 86,024 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 100 | D | \$ 70.44 | 85,924 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 2,900 | D | \$ 70.45 | 83,024 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 200 | D | \$ 70.46 | 82,824 | I | By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 300 | D | \$ 70.47 | 82,524 | I | By RLS 2000 Charitable Remainder |

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|--------------|------------|---|--------|---|----------|--------|---|---|
| Common Stock | 05/10/2007 | S | 7,792 | D | \$ 70.5 | 74,732 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 1,100 | D | \$ 70.51 | 73,632 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 800 | D | \$ 70.52 | 72,832 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 1,800 | D | \$ 70.53 | 71,032 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 2,185 | D | \$ 70.54 | 68,847 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 12,637 | D | \$ 70.55 | 56,210 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 2,300 | D | \$ 70.56 | 53,910 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 1,900 | D | \$ 70.57 | 52,010 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |
| Common Stock | 05/10/2007 | S | 1,245 | D | \$ 70.58 | 50,765 | I | Unitrust ⁽²⁾ By RLS 2000 Charitable Remainder Unitrust ⁽²⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHARP RICHARD L 9020 STONY POINT PARKWAY, SUITE 180 RICHMOND, VA 23235 | | | | X |

Signatures

/s/ John Gaddis,
Attorney-in-Fact 06/21/2007

__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) The Form 4 originally filed on May 14, 2007 reported the aggregate number of securities sold by the reporting person and disclosed the average sales price. This amended Form 4 reports each transaction executed on May 10, 2007, aggregated by price. Because the transactions reported herein were executed prior to June 15, 2007, the securities and sale prices reported in this amended Form 4 have not been updated to reflect the stock split that occurred on June 15, 2007.
- (2) 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.

Remarks:

Part 1 (of 2)

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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