SNYDER RONALD R

Form 4

October 05, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287 January 31,

Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

See Instruction 1(b).

(Print or Type Responses)

SNYDER RONALD R

1. Name and Address of Reporting Person *

			Crocs, Inc. [CROX]						(Check all applicable)				
(M				3. Date of Earliest Transaction (Month/Day/Year) 10/03/2007					(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO and President				
	(Street)		4. If Ame	ndment,	Da	te Original			6. Individual or Joint/Group Filing(Check				
Fil NIWOT, CO 80503				Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Noi	n-D	Derivative S	Securi	ties Acqu	iired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	med on Date, if Day/Year)	3. Transac Code (Instr. 8	3)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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)		
Common Stock	10/03/2007			M		19,468	A	\$ 0.51	715,498	D			
Common Stock	10/03/2007			M		19,468	A	\$ 10.5	734,966	D			
Common Stock	10/03/2007			S <u>(1)</u>		16,804	D	\$ 68.5	718,162	D			
Common Stock	10/03/2007			S(1)		472	D	\$ 68.51	717,690	D			
Common Stock	10/03/2007			S(1)		331	D	\$ 68.52	717,359	D			

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Common Stock	10/03/2007	S(1)	7,129	D	\$ 68.53	710,230	D	
Common Stock	10/03/2007	S(1)	7,271	D	\$ 68.56	702,959	D	
Common Stock	10/03/2007	S(1)	282	D	\$ 68.57	702,677	D	
Common Stock	10/03/2007	S(1)	2,361	D	\$ 68.69	700,316	D	
Common Stock	10/03/2007	S <u>(1)</u>	2,361	D	\$ 68.74	697,955	D	
Common Stock	10/03/2007	S <u>(1)</u>	9,444	D	\$ 68.78	688,511	D	
Common Stock	10/03/2007	S <u>(1)</u>	7,083	D	\$ 68.8	681,428	D	
Common Stock						23,362	I	By child (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)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of or 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
Employee Stock Option (Right to Buy)	\$ 0.51	10/03/2007		M	19,468	<u>(3)</u>	09/01/2011	Common Stock	19,468
Employee Stock Option (Right to	\$ 10.5	10/03/2007		M	19,468	<u>(4)</u>	02/06/2016	Common Stock	19,468

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SNYDER RONALD R C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503

X CEO and President

Signatures

/s/ Erik Rebich, Attorney in Fact

10/05/2007

**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 shares were sold pursuant to a sales plan adopted by the reporting person on September 14, 2007 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- 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.
- Of the 214,151 options remaining, none are currently vested. The unvested option shares will vest in a series of 11 successive equal monthly installments upon the reporting person's completion of each additional month of continuous employment with the issuer. The option is subject to early exercise.
- Of the 525,643 options remaining, none are currently vested. The unvested option shares will vest in a series of 27 successive equal monthly installments upon the reporting person's completion of each additional month of continuous employment with the issuer. The option is subject to early exercise.

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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