Rebich Erik Form 4 November 19, 2008

### FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rebich Erik			2. Issuer Name <b>and</b> Ticker or Trading Symbol Crocs, Inc. [CROX]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
6328 MONAR	CH PARK I	PLACE	(Month/Day/Year) 11/17/2008	Director 10% Owner Officer (give title Other (specify below) V.P., Gen. Counsel and Sec.		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NIWOT, CO 8	0205		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

NIW	OT	CO	80205	
TATAA	OI.	$\sim$	00203	

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurities	Acquired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code	4. Securition(A) or Dis			6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	(Instr. 3, 4) Amount	(A) or	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	11/17/2008		A	50,000 (1)	A \$	0 215,212	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Rebich Erik - Form 4

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day.	ate	7. Title and L Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.14	11/17/2008		A	70,000	(2)	11/17/2018	Common Stock	70,000

## **Reporting Owners**

Reporting Owner Name / Address		reationships	

Director 10% Owner Officer Other

Relationshins

Rebich Erik 6328 MONARCH PARK PLACE NIWOT, CO 80205

V.P., Gen. Counsel and Sec.

#### **Signatures**

/s/ Jason Day, Attorney in Fact 11/19/2008

\*\*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) Pursuant to a restricted stock award, the restricted stock vests in three equal annual installments beginning on the first anniversary of the date of grant provided that the reporting person remains employed by the issuer as of each issuance date.
- Twenty-five percent (25%) of the option shares vest and become exercisable on November 17, 2009. The remaining options vest and (2) become exercisable in thirty-six (36) successive equal monthly installments upon the reporting person's completion of each additional month of continuous service with the issuer.

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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