

SHROFF JAL S  
Form 4  
March 29, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
SHROFF JAL S

2. Issuer Name and Ticker or Trading Symbol  
FOSSIL INC [FOSL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2280 N. GREENVILLE AVE.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/25/2011

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

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

RICHARDSON, TX 75082

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	03/25/2011			S	20,000	D	\$ 88.7
Common Stock							690,442
							2,591 <sup>(1)</sup>
						I	Healing Light Limited

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

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SEC 1474 (9-02)

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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)	8. Price or Amount of Derivative Security (Instr. 3)
Stock Options (Right to Buy)	\$ 25.77					Date Exercisable: 03/08/2006 Expiration Date: 03/08/2015	Common Stock 10,000	
Stock Options (Right to Buy)	\$ 11.7133					Date Exercisable: 03/25/2008 Expiration Date: 02/24/2013	Common Stock 15,000	
Stock Options (Right to Buy)	\$ 22.48					Date Exercisable: 03/25/2008 Expiration Date: 02/23/2014	Common Stock 15,000	
Stock Options (Right to Buy)	\$ 31.24					Date Exercisable: 06/01/2008 Expiration Date: 06/01/2017	Common Stock 20,000	
Stock Options (Right to Buy)	\$ 30.71					Date Exercisable: 03/15/2009 Expiration Date: 03/15/2018	Common Stock 10,000	
Stock Options (Right to Buy)	\$ 13.65					Date Exercisable: 03/15/2010 Expiration Date: 03/15/2019	Common Stock 5,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

SHROFF JAL S  
2280 N. GREENVILLE AVE.  
RICHARDSON, TX 75082

## Signatures

/s/ Jal S. Shroff

03/29/2011

    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) Consists of 2,591 restricted stock units.

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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