

BARNES MICHAEL W
Form 4
March 22, 2010

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 *
BARNES MICHAEL W

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)
03/18/2010

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

RICHARDSON, TX 75082

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/18/2010		M		60,000	A	\$ 22.1733
Common Stock	03/18/2010		S		60,000	D	\$ 38.8123
Common Stock	03/19/2010		M		40,000	A	\$ 25.77
Common Stock	03/19/2010		S		40,000	D	\$ 38.508

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.1733	03/18/2010		M	60,000	09/11/2007 02/23/2014	Common Stock	60,000	
Stock Options (Right to Buy)	\$ 25.77	03/19/2010		M	40,000	03/08/2006 03/08/2015	Common Stock	40,000	
Stock Appreciation Right	\$ 18.41					02/19/2007 02/19/2014	Common Stock	9,600	
Stock Appreciation Right	\$ 22.63					02/01/2008 02/01/2015	Common Stock	40,000	
Stock Appreciation Right	\$ 31.24					06/01/2008 06/01/2015	Common Stock	36,000	
Stock Appreciation Right	\$ 30.71					03/15/2009 03/15/2016	Common Stock	75,000	
Stock Appreciation Right	\$ 13.65					03/15/2010 03/15/2017	Common Stock	50,000	
Stock Appreciation Right	\$ 38.395					03/15/2011 03/15/2018	Common Stock	39,300	

