

Fossil Group, Inc.
Form 4
November 24, 2014

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 *
BOYER JEFFREY N

(Last) (First) (Middle)
901 S. CENTRAL EXPRESSWAY
(Street)
RICHARDSON, TX 75080
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fossil Group, Inc. [FOSL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2014

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

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)
			Code	V	Amount or Price		
Common Stock	11/20/2014		M		5,000 A \$ 43.92	14,573	D
Common Stock	11/20/2014		M		4,000 A \$ 42.76	18,573	D
Common Stock	11/20/2014		S		5,000 D \$ 109.5335	13,573	D
Common Stock	11/20/2014		S		4,000 D \$ 109.4901	9,573	D
Common Stock	11/24/2014		M		6,000 A \$ 16.416	15,573	D
	11/24/2014		S		6,000 D \$ 110.776	9,573 ⁽¹⁾	D

Common
Stock

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 43.92	11/20/2014		M	5,000	12/20/2008 12/20/2017	Common Stock	5,000
Stock Options (Right to Buy)	\$ 42.76	11/20/2014		M	4,000	01/01/2009 01/01/2018	Common Stock	4,000
Stock Options (Right to Buy)	\$ 16.415	11/24/2014		M	6,000	01/01/2010 01/01/2019	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOYER JEFFREY N
901 S. CENTRAL EXPRESSWAY
RICHARDSON, TX 75080

X

Signatures

/s/ Randy S. Hyne,
Attorney-in-Fact

11/24/2014

__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) Includes 1,189 restricted stock units.
 - (2) Not applicable.

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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