

Schwartzberg Gil
Form 4
December 20, 2011

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 *
Schwartzberg Gil

2. Issuer Name and Ticker or Trading Symbol
SKECHERS USA INC [SKX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
269 S. BEVERLY DRIVE, #1315
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2011

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

BEVERLY HILLS, CA 90212

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 | 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 Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | | | |

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| Derivative Security | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
|-------------------------------------|------|------------|-----|-----|------------------|-----------------|-------|----------------------|
| Class B Common Stock ⁽¹⁾ | (2) | 08/19/2011 | G | V | 1,000,000 | (2) | (2) | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | (2) | 08/19/2011 | G | V | 1,000,000 | (2) | (2) | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | (2) | 09/14/2011 | G | V | 1,550,383 | (2) | (2) | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | (2) | 09/14/2011 | G | V | 1,550,383 | (2) | (2) | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | (2) | 11/17/2011 | G | V | 1,179,419 | (2) | (2) | Class A Common Stock |
| Class B Common Stock ⁽¹⁾ | (2) | 11/17/2011 | G | V | 1,179,419 | (2) | (2) | Class A Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

