SHROFF JAL S Form 4 May 20, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Washington, D.C. 20549

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Person

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SHROFF JAL S Issuer Symbol FOSSIL INC [FOSL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 2280 N. GREENVILLE AVE. 05/19/2010 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

RICHARDSON, TX 75082

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of

Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

Code V Amount (D) Price (Instr. 3 and 4)

Common Stock $\frac{(1)}{(2)}$ 05/19/2010 A $\frac{2,591}{(2)}$ A \$ 0 2,591 D

Common Healing Stock 847,851 I Light Limited

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)

Edgar Filing: SHROFF JAL S - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. onNumber 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. Pri Deriv Secui (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 7.5833					01/22/2002	01/22/2011	Common Stock	16,875	
Stock Options (Right to Buy)	\$ 25.77					03/08/2006	03/08/2015	Common Stock	10,000	
Stock Options (Right to Buy)	\$ 11.8178					03/25/2008	01/14/2012	Common Stock	16,874	
Stock Options (Right to Buy)	\$ 11.7133					03/25/2008	02/24/2013	Common Stock	15,000	
Stock Options (Right to Buy)	\$ 22.48					03/25/2008	02/23/2014	Common Stock	15,000	
Stock Options (Right to Buy)	\$ 31.24					06/01/2008	06/01/2017	Common Stock	20,000	
Stock Options (Right to Buy)	\$ 30.71					03/15/2009	03/15/2018	Common Stock	10,000	
Stock Options (Right to	\$ 13.65					03/15/2010	03/15/2019	Common Stock	5,000	

Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Signatures

/s/ Randy S. Hyne, Attorney-in-Fact 05/20/2010

**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) Restricted Stock Units
- (2) Restricted Stock Units shall become one hundred percent (100%) vested and convertible into shares of Common Stock on the earlier of the first anniversary of the Date of Grant or the first Annual Stockholders Meeting following the Date of Grant.

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.

Reporting Owners 3