PRITCHARD JENNIFER
Form 4
March 19, 2013

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRITCHARD JENNIFER

(Last) (First) (Middle)

901 S. CENTRAL EXPRESSWAY

(Street)

RICHARDSON, TX 75080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Divisional President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| Common Stock | 03/15/2013 | | F | | 2,587 | D | $ 0 | 13,017 | D | |
| Common Stock | 03/15/2013 | | A | | 1,892 (1) | A | $ 0 | 14,909 (2) | D | |

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

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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 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 Amou Underlying Securi (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nur of Sha |
| Stock Appreciation Right | $ 106.395 | 03/15/2013 | | A | | 2,254 | | 03/15/2014(3) | 03/15/2021 | Common Stock | 2,2 |
| Stock Appreciation Right | $ 31.24 | | | | | | | 06/01/2008 | 06/01/2015 | Common Stock | 1,2 |
| Stock Appreciation Right | $ 30.71 | | | | | | | 03/15/2009 | 03/15/2016 | Common Stock | 3,0 |
| Stock Appreciation Right | $ 13.65 | | | | | | | 03/15/2010 | 03/15/2017 | Common Stock | 9,0 |
| Stock Appreciation Right | $ 38.395 | | | | | | | 03/15/2011 | 03/15/2018 | Common Stock | 5,5 |
| Stock Appreciation Right | $ 127.835 | | | | | | | 03/15/2013 | 03/15/2020 | Common Stock | 6,2 |
| Stock Appreciation Right | $ 81.23 | | | | | | | 03/15/2012 | 03/15/2019 | Common Stock | 6,1 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| PRITCHARD JENNIFER<br>901 S. CENTRAL EXPRESSWAY<br>RICHARDSON, TX 75080 | | | Divisional President | |

# Signatures

| /s/ Jennifer Pritchard | 03/19/2013 |
|---|---|
| **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 that shall become vested and convertible into shares of Common Stock as to 1/3 on 3/15/14; as to 1/3 on 3/15/15; and as to 1/3 on 3/15/16, cumulatively.

**(2)** After giving effect to the grant of restricted stock units reported herein, includes 7,499 restricted stock units.

**(3)** Exercisable as to 1/3 on 3/15/14; as to 1/3 on 3/15/15; and as to 1/3 on 3/15/16, cumulatively.

**(4)** 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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