SKECHERS USA INC
Form 4
June 02, 2008

## FORM 4

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

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 <sup>*</sup> GREENBERG MICHAEL | 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) | 3. Date of Earliest Transaction (Month/Day/Year) 05/29/2008 | __X__ Director 　　 _____ 10% Owner __X__ Officer (give title _____ Other (specify below) 　　　　　　 below) 　　　　　President |
| 228 MANHATTAN BEACH BLVD. | | |
| (Street) | 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 |
| MANHATTAN BEACH, CA 90266 | | |
| (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 | (A) or (D) | Price | | | |
| Class A Common Stock | | | | | | | | 2,764 <sup>(1)</sup> | I | By Chase Greenberg Custodial Account |
| Class A Common Stock | | | | | | | | 2,764 <sup>(1)</sup> | I | By Harrison Greenberg Custodial Account |
| Class A Common Stock | | | | | | | | 2,764 <sup>(1)</sup> | I | By MacKenna Greenberg |

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| Class A Common Stock | | | | | | | 3,076 [(1)] | I | Custodial Account By Custodial Account for Chase Greenberg |
|---|---|---|---|---|---|---|---|---|---|
| Class A Common Stock | | | | | | | 3,076 [(1)] | I | By Custodial Account for Harrison Greenberg |
| Class A Common Stock | | | | | | | 3,076 [(1)] | I | By Custodial Account for MacKenna Greenberg |
| Class A Common Stock | | | | | | | 1,708 [(1)] | I | By Cust. Acct. for Chase Greenberg, IRA |
| Class A Common Stock | | | | | | | 1,708 [(1)] | I | By Cust. Acct. for Harrison Greenberg, IRA |
| Class A Common Stock | | | | | | | 1,708 [(1)] | I | By Cust. Acct. for MacKenna Greenberg, IRA |
| Class A Common Stock | | | | | | | 6 [(1)] | I | By Spouse |
| Class A Common Stock | 05/29/2008 | | C[(2)] | 50,000 | A | [(2)] | 86,471.63 | D | |
| Class A Common Stock | 05/29/2008 | | S | 50,000 | D | $ 24.5588 | 36,471.63 | D | |

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**

SEC 1474
(9-02)

**displays a currently valid OMB control number.**

**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. P Der Sec (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code | V | (A) | (D) | | | | | |
| Class B Common Stock (3) | (4) | | | | | | | (4) | (4) | Class A Common Stock | 13,450 | |
| Class B Common Stock (3) | (4) | | | | | | | (4) | (4) | Class A Common Stock | 13,450 | |
| Class B Common Stock (3) | (4) | | | | | | | (4) | (4) | Class A Common Stock | 13,450 | |
| Class B Common Stock (3) | (4) | | | | | | | (4) | (4) | Class A Common Stock | 3,650 | |
| Class B Common Stock (3) | (4) | | | | | | | (4) | (4) | Class A Common Stock | 3,650 | |
| Class B Common Stock (3) | (4) | | | | | | | (4) | (4) | Class A Common Stock | 3,650 | |

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| Class B Common Stock [3] | [4] | 05/29/2008 | | C | 50,000 | [4] | [4] | Class A Common Stock | 50,000 |
|---|---|---|---|---|---|---|---|---|---|

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| GREENBERG MICHAEL 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266 | X | | President | |

## Signatures

| Michael Greenberg | 05/29/2008 |
|---|---|
| **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)**   The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

**(2)**   Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock for no additional consideration.

**(3)**   Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common Stock are entitled to one vote per share while holders of Class B Common Stock are entitled to ten votes per share on matters to be voted on by shareholders.

**(4)**   Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at any time, with no expiration date, upon voluntary conversion by the holder of such shares or immediately prior to any sale or transfer of such shares with certain exceptions.

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.