

FOSSIL INC  
Form 4  
March 27, 2008

**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 \*  
**SHROFF JAL S**

(Last) (First) (Middle)  
2280 N. GREENVILLE AVE.  
(Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/25/2008

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)  
Managing Director, Fossil East

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)
Common Stock				(A) or (D)	112,052	D	
Common Stock				(A) or (D)	75,936	I	By Spouse
Common Stock				(A) or (D)	570,636	I	Healing Light Limited

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Stock Options (Right to buy)	\$ 7.5833							01/22/2002	01/22/2011	Common Stock	16,8
Stock Options (Right to buy)	\$ 25.77							03/08/2006	03/08/2015	Common Stock	10,0
Stock Options (Right to buy)	\$ 30.71							03/15/2009	03/15/2018	Common Stock	10,0
Stock Options (Right to buy)	\$ 31.24							06/01/2008	06/01/2017	Common Stock	20,0
Stock Options (Right to buy)	\$ 7.1111	03/25/2008		<u>J(1)</u>		11,250		02/02/2001	02/02/2010	Common Stock	11,2
Stock Options (Right to buy)	\$ 8.0185	03/25/2008		<u>J(1)</u>		16,875		02/12/2000	02/12/2009	Common Stock	16,8
Stock Options (Right to buy)	\$ 9	03/25/2008		<u>J(1)</u>		11,250		03/25/2008	02/02/2010	Common Stock	11,2
Stock Options (Right to buy)	\$ 9.2223	03/25/2008		<u>J(1)</u>		16,874		01/14/2003	01/14/2012	Common Stock	16,8

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Stock Options (Right to buy)	\$ 10.3704	03/25/2008	<u>J</u> <sup>(1)</sup>	16,875	03/25/2008	02/12/2009	Common Stock	16,875
Stock Options (Right to buy)	\$ 11.6667	03/25/2008	<u>J</u> <sup>(1)</sup>	15,000	02/24/2004	02/24/2013	Common Stock	15,000
Stock Options (Right to buy)	\$ 11.7133	03/25/2008	<u>J</u> <sup>(1)</sup>	15,000	03/25/2008	02/24/2013	Common Stock	15,000
Stock Options (Right to buy)	\$ 11.8178	03/25/2008	<u>J</u> <sup>(1)</sup>	16,874	03/25/2008	01/14/2012	Common Stock	16,874
Stock Options (Right to buy)	\$ 19.1333	03/25/2008	<u>J</u> <sup>(1)</sup>	15,000	02/23/2005	02/23/2014	Common Stock	15,000
Stock Options (Right to buy)	\$ 22.48	03/25/2008	<u>J</u> <sup>(1)</sup>	15,000	03/25/2008	02/23/2014	Common Stock	15,000
Stock Options (Right to buy)	\$ 7.5833				01/22/2002	01/22/2011	Common Stock	16,875
Stock Options (Right to buy)	\$ 18.41				02/19/2007	02/19/2016	Common Stock	10,000
Stock Options (Right to buy)	\$ 25.77				03/08/2006	03/08/2015	Common Stock	10,000
Stock Options (Right to buy)	\$ 31.24				06/01/2008	06/01/2017	Common Stock	10,000
Stock Options (Right to buy)	\$ 7.1111	03/26/2008	<u>J</u> <sup>(1)</sup>	22,500	02/02/2001	02/02/2010	Common Stock	22,500
	\$ 8.0185	03/26/2008	<u>J</u> <sup>(1)</sup>	16,875	02/12/2000	02/12/2009		16,875

Stock Options (Right to buy)										
Stock Options (Right to buy)									Common Stock	
Stock Options (Right to buy)	\$ 9	03/26/2008	J <sup>(1)</sup>	22,500	03/26/2008	02/02/2010			Common Stock	22,500
Stock Options (Right to buy)	\$ 9.2223	03/26/2008	J <sup>(1)</sup>	16,873	01/14/2003	01/14/2012			Common Stock	16,873
Stock Options (Right to buy)	\$ 10.3704	03/26/2008	J <sup>(1)</sup>	16,875	03/26/2008	02/12/2009			Common Stock	16,875
Stock Options (Right to buy)	\$ 11.6667	03/26/2008	J <sup>(1)</sup>	15,000	02/24/2004	02/24/2013			Common Stock	15,000
Stock Options (Right to buy)	\$ 11.7133	03/26/2008	J <sup>(1)</sup>	15,000	03/26/2008	02/24/2013			Common Stock	15,000
Stock Options (Right to buy)	\$ 11.8178	03/26/2008	J <sup>(1)</sup>	16,873	03/26/2008	01/14/2012			Common Stock	16,873
Stock Options (Right to buy)	\$ 19.1333	03/26/2008	J <sup>(1)</sup>	15,000	02/23/2005	02/23/2014			Common Stock	15,000
Stock Options (Right to buy)	\$ 22.48	03/26/2008	J <sup>(1)</sup>	15,000	03/26/2008	02/23/2014			Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHROFF JAL S 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082	X		Managing Director, Fossil East	

## Signatures

Randy S. Hyne,  
Attorney-in-Fact

03/27/2008

\_\_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).
- (2) Not applicable.
- (1) Options repriced by mutual agreement of the reporting person and Fossil, Inc. The reporting person received no cash consideration for the repricing.
- (3) On March 26, 2008, the Compensation Committee of the Board of Directors of Fossil, Inc. (the "Company") approved the acceleration of the vesting of 5,000 options from the grant dated 2/19/2006 and 10,000 options from the grant dated 6/1/2007 making the options fully exercisable effective as of March 31, 2008 in connection with Ms. Shroff's retirement from Fossil (East) Limited, a subsidiary of the Company, on March 31, 2008.

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.