

Crocs, Inc.
Form 4
September 27, 2007

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROGHAN RAYMOND D

(Last) (First) (Middle)

**C/O CROCS, INC., 6328
MONARCH PARK PLACE**

(Street)

NIWOT, CO 80503

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Crocs, Inc. [CROX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/25/2007

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)

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 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	09/25/2007		M		4,700	A \$ 0.51 9,700	D
Common Stock	09/25/2007		S ⁽¹⁾		4,130	D \$ 64.9 5,570	D
Common Stock	09/25/2007		S ⁽¹⁾		570	D \$ 64.93 5,000	D
Common Stock	09/26/2007		M		45,000	A \$ 0.51 50,000	D
Common Stock	09/26/2007		S ⁽¹⁾		17,533	D \$ 64.9 32,467	D

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Common Stock	09/26/2007	S ⁽¹⁾	1,080	D	\$ 64.91	31,387	D	
Common Stock	09/26/2007	S ⁽¹⁾	7,150	D	\$ 64.92	24,237	D	
Common Stock	09/26/2007	S ⁽¹⁾	5,860	D	\$ 64.93	18,377	D	
Common Stock	09/26/2007	S ⁽¹⁾	600	D	\$ 64.94	17,777	D	
Common Stock	09/26/2007	S ⁽¹⁾	2,865	D	\$ 64.95	14,912	D	
Common Stock	09/26/2007	S ⁽¹⁾	600	D	\$ 64.96	14,312	D	
Common Stock	09/26/2007	S ⁽¹⁾	600	D	\$ 64.97	13,712	D	
Common Stock	09/26/2007	S ⁽¹⁾	385	D	\$ 64.98	13,327	D	
Common Stock	09/26/2007	S ⁽¹⁾	50	D	\$ 64.99	13,277	D	
Common Stock	09/26/2007	S ⁽¹⁾	6,252	D	\$ 65	7,025	D	
Common Stock	09/26/2007	S ⁽¹⁾	80	D	\$ 65.04	6,945	D	
Common Stock	09/26/2007	S ⁽¹⁾	100	D	\$ 65.05	6,845	D	
Common Stock	09/26/2007	S ⁽¹⁾	100	D	\$ 65.06	6,745	D	
Common Stock	09/26/2007	S ⁽¹⁾	1,320	D	\$ 65.07	5,425	D	
Common Stock	09/26/2007	S ⁽¹⁾	425	D	\$ 65.08	5,000	D	
Common Stock						2,480	I	By trust ⁽²⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.51	09/25/2007		M		4,700		<u>(3)</u>	09/01/2011	Common Stock	4,700
Employee Stock Option (Right to Buy)	\$ 0.51	09/26/2007		M		45,000		<u>(4)</u>	09/01/2011	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROGHAN RAYMOND D C/O CROCS, INC. 6328 MONARCH PARK PLACE NIWOT, CO 80503			X	

Signatures

/s/ Erik Rebich, Attorney
in Fact 09/27/2007

__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 shares were sold pursuant to a sales plan adopted by the reporting person on September 13, 2007 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- The reporting person disclaims beneficial ownership of these securities except to the extent the reporting person is deemed to have a
- (2) pecuniary interest in the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Of the 200,404 options remaining, 141,999 are currently vested. The 58,405 unvested options will vest on September 1, 2008. The option is subject to early exercise.
- (4) Of the 155,404 options remaining, 96,999 are currently vested. The 58,405 unvested options will vest on September 1, 2008. The option is subject to early exercise.

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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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