

Crocs, Inc.
Form 4
October 17, 2007

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 *
SMACH THOMAS J

(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)
10/15/2007

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 10/15/2007 | | M | 2 A \$ 1.69 | 2 | D | |
| Common Stock | 10/15/2007 | | M | 4,602 A \$ 5.37 | 4,604 | D | |
| Common Stock | 10/15/2007 | | M | 4,203 A \$ 14.47 | 8,807 | D | |
| Common Stock | 10/15/2007 | | S ⁽¹⁾ | 8,807 D \$ 69 | 0 | D | |
| Common Stock | | | | | 4,400 | I | As UGMA Custodian for children |

| | | | |
|--------------|-----|---|--|
| Common Stock | 600 | I | (2) As UGMA Custodian for nephew (2) |
|--------------|-----|---|--|

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)

| 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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 1.69 ⁽³⁾ | 10/15/2007 | | M | 2 | ⁽⁴⁾ 04/27/2012 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | \$ 5.37 | 10/15/2007 | | M | 4,602 | ⁽⁵⁾ 04/30/2012 | Common Stock | 4,602 |
| Employee Stock Option (Right to Buy) | \$ 14.47 ⁽⁶⁾ | 10/15/2007 | | M | 4,203 | ⁽⁷⁾ 05/12/2013 | Common Stock | 4,203 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMACH THOMAS J
C/O CROCS, INC.
6328 MONARCH PARK PLACE
NIWOT, CO 80503

X

Signatures

/s/ Erik Rebich, Attorney
in Fact

10/17/2007

__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 August 22, 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 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.
- (2) This option was previously reported as covering 58,406 shares at an exercise price of \$3.38 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on June 15, 2007.
- (3) Of the 116,810 options remaining, none are currently vested. The unvested options will vest in two equal installments on May 1, 2008 and May 1, 2009. The option is subject to early exercise.
- (4) Of the 29,204 options remaining, none are currently vested. The unvested options will vest in two equal installments on May 1, 2008 and May 1, 2009. The option is subject to early exercise.
- (5) This option was previously reported as covering 58,406 shares at an exercise price of \$28.94 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on June 15, 2007.
- (6) Of the 112,609 options remaining, 25,000 are currently vested. The 87,609 unvested options will vest in three equal installments on May 12, 2008, May 12, 2009 and May 12, 2010. The option is subject to early exercise.

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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