

GREENBERG JEFFREY
Form 4
April 16, 2013

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 *
GREENBERG JEFFREY

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)
228 MANHATTAN BEACH BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 01/16/2008 | | G | V 1,448 D \$0 | 171,815.871 (1) | D | |
| Class A Common Stock | 02/06/2013 | | G | V 2,952 D \$0 | 168,863.871 (2) | D | |
| Class A Common Stock | 01/16/2008 | | G | V 1,448 A \$0 | 1,448 (3) | I | Jeffrey and Lori Greenberg Family Trust |
| | | | | | 62,740 | I | |

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| | | | | | | | | | | |
|----------------------------|------------|--|-----|-------|---|------|--------|--|---|--|
| Class A Common Stock | | | | | | | | | | Jeffrey Greenberg 2012 GRAT |
| Class A Common Stock | 02/06/2013 | | G V | 1,476 | A | \$ 0 | 3,556 | | I | Chloe July Greenberg 2009 Trust |
| Class A Common Stock | 02/06/2013 | | G V | 1,476 | A | \$ 0 | 3,556 | | I | Catherine Elle Greenberg 2009 Trust |
| Class A Common Stock | 01/03/2012 | | G V | 2,080 | A | \$ 0 | 11,284 | | I | Chloe July Greenberg 2004 Trust |
| Class A Common Stock | 02/06/2013 | | G V | 1,476 | A | \$ 0 | 12,760 | | I | Chloe July Greenberg 2004 Trust |
| Class A Common Stock | 01/03/2012 | | G V | 2,080 | A | \$ 0 | 11,284 | | I | Catherine Elle Greenberg 2006 Trust |
| Class A Common Stock | 02/06/2013 | | G V | 1,476 | A | \$ 0 | 12,760 | | I | Catherine Elle Greenberg 2006 Trust |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Class B Common Stock ⁽⁴⁾ | <u>(5)</u> | 03/22/2013 | | G | V | <u>(5)</u> | <u>(5)</u> | Class A Common Stock | 107, |
| | <u>(5)</u> | 03/22/2013 | | G | V | <u>(5)</u> | <u>(5)</u> | | 107, |

Class B
Common
Stock (4)

Class A
Common
Stock

Class B
Common
Stock (4)

(5)

(5)

(5)

Class A
Common
Stock

2,1

Class B
Common
Stock (4)

(5)

(5)

(5)

Class A
Common
Stock

2,1

Class B
Common
Stock (4)

(5)

(5)

(5)

Class A
Common
Stock

10,7

Class B
Common
Stock (4)

(5)

(5)

(5)

Class A
Common
Stock

7,4

Class B
Common
Stock (4)

(5)

(5)

(5)

Class A
Common
Stock

36,4

Class B
Common
Stock (4)

(5)

(5)

(5)

Class A
Common
Stock

30,0

Reporting Owners

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

Signatures

Jeffrey
Greenberg 04/16/2013

**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)

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Includes 124,476 shares held by the Jeffrey and Lori Greenberg Family Trust (the "Trust") that are Mr. Greenberg's separate property. Mr. Greenberg and his wife are co-trustees of the Trust. Mr. Greenberg has the power to withdraw assets held by the Trust that are his separate property, including these shares, without his wife's consent, and therefore he is deemed to own these shares directly.

Includes 121,524 shares held by the Jeffrey and Lori Greenberg Family Trust (the "Trust") that are Mr. Greenberg's separate property.

(2) Mr. Greenberg and his wife are co-trustees of the Trust. Mr. Greenberg has the power to withdraw assets held by the Trust that are his separate property, including these shares, without his wife's consent, and therefore he is deemed to own these shares directly.

- (3) Represents shares held by the Jeffrey and Lori Greenberg Family Trust (the "Trust") that were Mr. Greenberg's separate property, which he gifted to his wife. Following such gift, these shares remained in the Trust but became his wife's separate property.

Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common

- (4) 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.

Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at

- (5) any time, with no expiration date, upon voluntary conversion by the holder of such shares or upon 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.

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