FOSSIL INC Form 4 March 24, 2005

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BARNES MICHAEL W |            |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol FOSSIL INC [FOSL] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                                |  |  |
|--|------------|----------|--|---|--|--|
| (Last)   | (First)    | (Middle) | 3. Date of Earliest Transaction                                      | (Check an applicable)   |  |  |
| 2280 N. GREENVILLE   |            |          | (Month/Day/Year)<br>03/08/2005                                       | _X_ Director10% Owner _X_ Officer (give title Other (specify below) Divisonal President                 |  |  |
|  | (Street)   |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                 | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |  |
| RICHARDSO  | N, TX 7508 | 2        |  | Form filed by More than One Reporting Person  |  |  |

| (City)                               | (State)                                 | (Zip) Tal   | ole I - Non-                           | Derivative  | Secu   | rities A | cquired, Dispose   | ed of, or Bene   | ficially Owned  |
|--------------------------------------|---|---|--|---|--------|----------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>on(A) or Dis<br>(D)<br>(Instr. 3, 4 | sposed | of       | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock (1)                     | 03/08/2005                              |   | A                                      | 10,000<br>(2)                                     | A      | \$0      | 159,644 (3)  | D  |   |

Common Stock 1,518 I Independent Administrator of Estate

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

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SEC 1474

(9-02)

#### Edgar Filing: FOSSIL INC - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab<br>Expiration Date<br>(Month/Day/Year |                    | 7. Title and A Underlying S (Instr. 3 and 4 | Securities                         |
|---|---|---|---|---|--|---|--------------------|---|------------------------------------|
|   |   |   |   | Code V                                  | (A) (D)  | Date Exercisable  | Expiration<br>Date | Title                                       | Amount<br>or<br>Number<br>of Share |
| Stock Options (Right to buy)                        | \$ 25.77  | 03/08/2005                              |   | A                                       | 40,000   | 03/08/2006(5)   | 03/08/2015         | Common<br>Stock                             | 40,000                             |

## **Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |           |                     |       |  |  |  |
|--|---------------|-----------|---------------------|-------|--|--|--|
| Reporting Owner Name / Address                                 | Director      | 10% Owner | Officer             | Other |  |  |  |
| BARNES MICHAEL W<br>2280 N. GREENVILLE<br>RICHARDSON, TX 75082 | X             |           | Divisonal President |       |  |  |  |

### **Signatures**

MICHAEL W BARNES 03/24/2005

\*\*Signature of Reporting 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) Restricted Stock
- (2) Shares issued pursuant to 2002 Restricted Stock Plan of Fossil, Inc., subject to the following vesting schedule: 20% each on 03/08/06, 03/08/07, 03/08/08, 03/08/09 and 03/08/10.
- (3) Including the March 8, 2005 grant, this number includes 73,300 shares of restricted stock and 2,113 shares held indirectly through a 401(k) plan account as of December 31, 2004.
- (4) Not applicable
- (5) As to 20% each on 03/08/06, 03/08/07, 03/08/08, 03/08/09 and 03/08/10.

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.

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