

BARNES MICHAEL W
 Form 4
 March 22, 2010

FORM 4

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

OMB APPROVAL

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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 *
BARNES MICHAEL W

(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)
 03/18/2010

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)
 President and COO

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)
			Code	V	Amount	(D)	Price
Common Stock	03/18/2010		M		60,000	A	\$ 22.1733
Common Stock	03/18/2010		S		60,000	D	\$ 38.8123
Common Stock	03/19/2010		M		40,000	A	\$ 25.77
Common Stock	03/19/2010		S		40,000	D	\$ 38.508

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 22.1733	03/18/2010		M	60,000	09/11/2007	02/23/2014	Common Stock	60,000
Stock Options (Right to Buy)	\$ 25.77	03/19/2010		M	40,000	03/08/2006	03/08/2015	Common Stock	40,000
Stock Appreciation Right	\$ 18.41					02/19/2007	02/19/2014	Common Stock	9,600
Stock Appreciation Right	\$ 22.63					02/01/2008	02/01/2015	Common Stock	40,000
Stock Appreciation Right	\$ 31.24					06/01/2008	06/01/2015	Common Stock	36,000
Stock Appreciation Right	\$ 30.71					03/15/2009	03/15/2016	Common Stock	75,000
Stock Appreciation Right	\$ 13.65					03/15/2010	03/15/2017	Common Stock	50,000
Stock Appreciation Right	\$ 38.395					03/15/2011	03/15/2018	Common Stock	39,300

