

BARNES MICHAEL W  
Form 4  
August 31, 2009

**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)  
08/28/2009

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)
				(A) or (D)	Price		
Common Stock	08/28/2009		S	3,000 D	\$ 25.34	144,641	D
Common Stock	08/28/2009		S	4,119 D	\$ 25.35	140,522	D
Common Stock	08/28/2009		S	1,250 D	\$ 25.363	139,272	D
Common Stock	08/28/2009		S	3,619 D	\$ 25.364	135,653	D
Common Stock	08/28/2009		S	1,250 D	\$ 25.38	134,403	D

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Common Stock	08/28/2009	S	4,927	D	\$ 25.4	129,476	D
Common Stock	08/28/2009	S	1,470	D	\$ 25.403	128,006	D
Common Stock	08/28/2009	S	1,454	D	\$ 25.404	126,552	D
Common Stock	08/28/2009	S	1,985	D	\$ 25.408	124,567	D
Common Stock	08/28/2009	S	2,000	D	\$ 25.434	122,567 <sup>(1)</sup>	D

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 or Number of Shares
Stock Appreciation Right	\$ 18.41					02/19/2007      02/19/2014	Common Stock      24,000
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
	\$ 13.65					03/15/2010      03/15/2017	50,000

