

SKECHERS USA INC  
Form 4  
July 14, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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)  
03/24/2014

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

MANHATTAN BEACH, CA 90266

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

(City) (State) (Zip)

**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					169,756.871	I	Jeffrey and Lori Greenberg Family Trust
Class A Common Stock	03/24/2014		G	V 62,740 D	\$ 0 0	I	Jeffrey Greenberg 2012 GRAT
Class A Common Stock	03/24/2014		G	V 31,370 A	\$ 0 35,862	I	Chloe July Greenberg 2009 Trust

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Class A Common Stock	03/24/2014	G V	31,370	A	\$ 0	35,862	I	Catherine Elle Greenberg 2009 Trust
Class A Common Stock						13,696	I	Chloe July Greenberg 2004 Trust
Class A Common Stock						13,696	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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(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 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
Class B Common Stock <sup>(1)</sup>	(2)	03/24/2014		G	V 104,172	(2) (2)	Class A Common Stock 104,1
Class B Common Stock <sup>(1)</sup>	(2)					(2) (2)	Class A Common Stock 208,8
Class B Common Stock <sup>(1)</sup>	(2)					(2) (2)	Class A Common Stock 1,44
Class B Common Stock <sup>(1)</sup>	(2)	03/24/2014		G	V 52,086	(2) (2)	Class A Common Stock 52,08
	(2)	03/24/2014		G	V 52,086	(2) (2)	52,08

Class B Common Stock <u>(1)</u>				Class A Common Stock	
Class B Common Stock <u>(1)</u>	<u>(2)</u>		<u>(2)</u>	Class A Common Stock	10,79
Class B Common Stock <u>(1)</u>	<u>(2)</u>		<u>(2)</u>	Class A Common Stock	7,49
Class B Common Stock <u>(1)</u>	<u>(2)</u>		<u>(2)</u>	Class A Common Stock	36,47
Class B Common Stock <u>(1)</u>	<u>(2)</u>		<u>(2)</u>	Class A Common Stock	30,00

## 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

07/14/2014

        \*\*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) Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common 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 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.
- (2) 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 as previously reported on an amended Form 4. Following such gift, these shares have remained in the Trust as his wife's separate property.

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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