

BARNES MICHAEL W
 Form 4/A
 March 30, 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)
 03/13/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/17/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | 03/15/2009 ⁽²⁾ | | A | 24,000 A \$ 0 | 148,805 ⁽³⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 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 | Amount or Number of Shares |
| Stock Appreciation Right | \$ 13.65 | 03/15/2009 ⁽²⁾ | | A | 50,000 | 03/15/2010 | 03/15/2017 | Common Stock | 50,000 |
| 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 |
| Stock Options (Right to Buy) | \$ 25.77 | | | | | 03/08/2006 | 03/08/2015 | Common Stock | 40,000 |
| Stock Options (Right to Buy) | \$ 11.7133 | | | | | 09/11/2007 | 02/24/2013 | Common Stock | 51,000 |
| Stock Options (Right to Buy) | \$ 22.1733 | | | | | 09/11/2007 | 02/23/2014 | Common Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNES MICHAEL W 2280 N. GREENVILLE AVE. | X | | President and COO | |

RICHARDSON, TX 75082

Signatures

/s/ Randy S. Hyne,
Attorney-in-Fact

03/30/2009

__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) Restricted Stock Units
- (2) Due to administrative error this grant was inadvertently omitted from the original Form 4 filing.
- (3) After giving effect to the grant of restricted stock units reported herein, consists of 60,578 shares of restricted stock, 73,760 restricted stock units and 2,009 shares held through a 401(k) plan account as of December 31, 2008.
- (4) Not applicable.

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.