GREENBERG JEFFREY

Form 4/A April 18, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * GREENBERG JEFFREY

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol SKECHERS USA INC [SKX]

3. Date of Earliest Transaction

(Check all applicable)

(Middle)

(Zip)

(Month/Day/Year)

4. If Amendment, Date Original

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

228 MANHATTAN BEACH BLVD. 02/01/2011

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

02/14/2011

Person

MANHATTAN BEACH, CA 90266

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported

(Instr. 3 and 4)

Price

(A)

or

Transaction(s)

Code V Amount (D)

226,256.537 D (1)(2)

Class A Common Stock

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)	Code	Sec Acq (A) Disj (D)	sposed of str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	7 (A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock (3)	<u>(4)</u>	02/01/2011		G V	ŗ	2,480	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,480	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GREENBERG JEFFREY

228 MANHATTAN BEACH BLVD. X

MANHATTAN BEACH, CA 90266

Signatures

Jeffrey 04/15/2011 Greenberg

**Signature of Date
Reporting Person

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) Includes 682 shares acquired on December 31, 2010 under the Issuer's Employee Stock Purchase Plan.
- (2) This amount now reflects a gift of 62,740 shares on December 10, 2010 to the Jeffrey Greenberg 2010 GRAT that was not reported on a Form 5 for 2010 until after February 14, 2011, which was the original filing date of the Form 4.
- Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common (3) 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.
- This amendment is being filed to correct a clerical error in the reporting of this amount that was off by 2,480 shares on the original filing (5) of the Form 4, but this amount now also reflects a separate gift of 287,260 shares to the Jeffrey Greenberg 2010 GRAT on December 10, 2010 that was not reported on a Form 5 for 2010 until after February 14, 2011, which was the original filing date of the Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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