FOSSIL INC Form 5/A February 18, 2005

FORM 5

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

Check this box if no longer subject to Section 16. Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

Form 4 or Form

5 obligations

may continue.

1. Name and Ad BARNES M		-	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	FOSSIL INC [FOSL] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	(Check all applicable) _X_ Director 10% Owner			
2280 N. GREENVILLE AVE.			01/01/2005	X_ Officer (give title Other (specify below) Divisional President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year) 02/15/2005	(check applicable line)			

RICHARDSON, TXÂ 75082

(7in)

(City)

_X_Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

OMB

Number:

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January 31,

2005

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(City)	(State)	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. Securiti or Dispose (Instr. 3, 4)	ed of (5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/10/2004	Â	M4	52,500	A	\$ 0.4444 <u>(1)</u>	132,788	D	Â
Common Stock	09/22/2004	Â	M4	24,943 (2)	A	\$ 8.0186	157,731	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,518	I	Independent Administrator of Estate

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Common Â Â 2.113 Ι By 401(k) Stock

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)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BARNES MICHAEL W

2280 N. GREENVILLE AVE. ÂX Â Divisional President Â RICHARDSON, TXÂ 75082

Signatures

/s/ Randy S. Hyne, attorney in fact for Michael W. Barnes

02/18/2005

**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).
- The original amount reported for price was \$23,331, which is the aggregate price. The price per share for the acquisition was \$0.4444.
- The exercise of the stock option (right to buy) was properly reported in Table II. The holdings of the underlying common stock issued upon such exercise were inadvertently omitted from the original filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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