Hammer Russell Form 4 May 19, 2010

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hammer Russell	2. Issuer Name and Ticker or Trading Symbol Crocs, Inc. [CROX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
6328 MONARCH PARK PLACE	(Month/Day/Year) 05/17/2010	Director 10% Owner _X_ Officer (give title Other (specify below) SVP/Chief Financial Officer		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NIWOT, CO 80503		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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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)	
Common Stock	05/17/2010		M	3,540	A	\$ 1.14	105,266	D	
Common Stock	05/17/2010		S <u>(1)</u>	3,540	D	\$ 10.6402 (2)	101,726	D	

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

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SEC 1474

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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date courities (Month/Day/Year) cquired a) or isposed of b) nstr. 3, 4,		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
Employee Stock Option (Right to Buy)	\$ 1.14	05/17/2010		M	3,540	(3)	11/17/2018	Common Stock	3,540

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hammer Russell

6328 MONARCH PARK PLACE SVP/Chief Financial Officer

NIWOT, CO 80503

Signatures

/s/ Jason Day, Attorney-in-Fact 05/19/2010

**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) The shares were sold pursuant to a sales plan adopted by the reporting person on March 16, 2010 and intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$10.43 to \$10.98, inclusive. The reporting person undertakes to provide to the issuer, any shareholder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Twenty-five percent (25%) of the option shares vested and became exercisable on November 17, 2009. Thereafter, the remaining options vest and become exercisable in thirty-six (36) successive equal monthly installments upon the reporting person's completion of each additional month of continuous service with the issuer.

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.

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