

Crocs, Inc.
Form 3
May 13, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Å Rebich Erik

(Last) (First) (Middle)

6328 MONARCH PARK
PLACE

(Street)

NIWOT, Å CO Å 80205

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/05/2008

3. Issuer Name **and** Ticker or Trading Symbol
Crocs, Inc. [CROX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
V.P., Gen. Counsel and Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

165,212

D Å

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	01/01/2015	Common Stock	29,124	\$ 0.85	D	Â
Employee Stock Option (Right to Buy)	Â (2)	02/06/2016	Common Stock	17,520	\$ 10.5	D	Â
Employee Stock Option (Right to Buy)	Â (3)	01/08/2017	Common Stock	29,998	\$ 22.92	D	Â
Employee Stock Option (Right to Buy)	Â (4)	01/03/2018	Common Stock	30,000	\$ 32.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rebich Erik 6328 MONARCH PARK PLACE NIWOT,Â COÂ 80205	Â	Â	Â V.P., Gen. Counsel and Sec.	Â

Signatures

/s/ Anne DeMarco, Attorney
in Fact 05/13/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Twenty-five percent (25%) of the option shares vest and become exercisable on January 1, 2006. Thereafter, the remaining options vest and become exercisable in thirty-six (36) successive equal monthly installments upon optionee's completion of each additional month of continuous service with the issuer.
 - (2) Twenty-five percent (25%) of the option shares vest and become exercisable on January 1, 2007. Thereafter, the remaining options vest and become exercisable in thirty-six (36) successive equal monthly installments upon optionee's completion of each additional month of continuous service with the issuer.
 - (3) Twenty-five percent (25%) of the option shares vest and become exercisable on January 9, 2008. Thereafter, the remaining options vest and become exercisable in thirty-six (36) successive equal monthly installments upon optionee's completion of each additional month of continuous service with the issuer.
 - (4) Twenty-five percent (25%) of the option shares vest and become exercisable on January 4, 2009. Thereafter, the remaining options vest and become exercisable in thirty-six (36) successive equal monthly installments upon optionee'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.
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