

FORM 4

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

OMB APPROVAL

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{ } Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses) Investment Company Act of 1940

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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other
(Last) (First) (Middle) 6328 MONARCH PARK PLACE, (Street) NIWOT - CO - 80503 (City) (State) (Zip)	3. Date of Earliest Transaction (Month/Day/Year) 05-28-2008	(give title below) (specify below) SVP/Chief Financial Officer
	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Execut. Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Sec Beneficially Owned Following 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	05-28-2008		A	50,000 (A) \$0	50,000	D	
				#1			

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 (Instr. 3)	3. Transaction Date (Month/Day/Year)	3a. Deemed Execut. Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)	9. Number of Derivative Securities (Instr. 3)	10. Ownership Form of Derivative (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Security	Disposed of	(Instr. 5)	Bene- ficially	Secur- ity
(D) (Instr. 3, 4 and 5)	Amount	Owned	Direct	(D) or
Date	Expira- tion	Number	reported	Indirect
(Code) V (A) (D)	Exer- cisable	Date	Title	Shares
			(Inst. 4)	Instr. 4

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hammer Russell 6328 MONARCH PARK PLACE NIWOT CO 80503	.	.	SVP/Chief Financial Officer	

Explanation of Responses:

1 Pursuant to a restricted stock award, the restricted stock vests in three equal annual installments beginning on the first anniversary of the date of grant provided that the reporting person remains employed by the issuer as of each issuance date.

Remarks:

Signatures

Jason Day, Attorney in Fact / 05-30-2008

** Signature of Reporting Person Date

- * 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).

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 specifically asks for their information.