

SKECHERS USA INC
Form 4
May 03, 2006

FORM 4

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

OMB APPROVAL

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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 Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENBERG JEFFREY

(Last) (First) (Middle)
228 MANHATTAN BEACH BLVD.

(Street)

MANHATTAN BEACH, CA 90266

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SKECHERS USA INC [SKX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)		
Class A Common Stock				(A) or (D)	Price				
				V	Amount				
				(A) or (D)	Price				
Class A Common Stock	05/01/2006		C ⁽²⁾	3,000	A	⑒	3,000	I	Chloe July Greenberg 2004 Trust
Class A Common Stock	05/01/2006		S	3,000	D	\$ 27.7563	0	I	Chloe July Greenberg 2004 Trust
Class A Common Stock	05/02/2006		C ⁽²⁾	3,000	A	⑒	3,000	I	Chloe July Greenberg 2004 Trust

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Class A Common Stock	05/02/2006	S	3,000	D	\$ 27.2911	0	I	Chloe July Greenberg 2004 Trust
Class A Common Stock	05/03/2006	C ⁽²⁾	3,000	A	⑒	3,000	I	Chloe July Greenberg 2004 Trust
Class A Common Stock	05/03/2006	S	3,000	D	\$ 27.5033	0	I	Chloe July Greenberg 2004 Trust
Class A Common Stock	05/01/2006	C ⁽²⁾	10,000	A	⑒	10,000	I	Jeffrey and Lori Greenberg Family Trust
Class A Common Stock	05/01/2006	S	10,000	D	\$ 27.7563	0	I	Jeffrey and Lori Greenberg Family Trust
Class A Common Stock	05/02/2006	C ⁽²⁾	10,000	A	⑒	10,000	I	Jeffrey and Lori Greenberg Family Trust
Class A Common Stock	05/02/2006	S	10,000	D	\$ 27.2911	0	I	Jeffrey and Lori Greenberg Family Trust
Class A Common Stock	05/03/2006	C ⁽²⁾	10,000	A	⑒	10,000	I	Jeffrey and Lori Greenberg Family Trust
Class A Common Stock	05/03/2006	S	10,000	D	\$ 27.5033	0	I	Jeffrey and Lori Greenberg Family Trust

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

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(9-02)

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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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock ⁽³⁾	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Class A Common Stock	3,300
Class B Common Stock ⁽³⁾	<u>(4)</u>	05/01/2006		C	3,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	3,000
Class B Common Stock ⁽³⁾	<u>(4)</u>	05/02/2006		C	3,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	3,000
Class B Common Stock ⁽³⁾	<u>(4)</u>	05/03/2006		C	3,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	3,000
Class B Common Stock ⁽³⁾	<u>(4)</u>	05/01/2006		C	10,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	10,000
Class B Common Stock ⁽³⁾	<u>(4)</u>	05/02/2006		C	10,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	10,000
Class B Common Stock ⁽³⁾	<u>(4)</u>	05/03/2006		C	10,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREENBERG JEFFREY
228 MANHATTAN BEACH BLVD. X
MANHATTAN BEACH, CA 90266

Signatures

Philip Paccione, 05/03/2006
Attorney-in-fact

__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) Includes 474,537 shares acquired under the Issuer's 401(k) Profit Sharing Plan on March 18, 2005.
 - (2) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock for no additional consideration.

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
 - (4) 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.

Remarks:

Exhibit List

Exhibit 24.1 - Power of Attorney of Jeffrey Greenberg

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.