

GREENBERG JEFFREY  
Form 5  
April 18, 2011

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**GREENBERG JEFFREY**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**228 MANHATTAN BEACH BLVD.**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2010**

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

6. Individual or Joint/Group Reporting

(check applicable line)

**MANHATTAN BEACH, CA 90266**  
  
(City) (State) (Zip)

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 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)
				(A) or (D)	Amount or Price		
Class A Common Stock	12/10/2010	^	G5	62,740 D	\$ 0 226,257	D	^
Class A Common Stock	12/10/2010	^	G5	62,740 A	\$ 0 62,740 (1)	I	Jeffrey Greenberg 2010 GRAT
Class A Common Stock	^	^	^	^	^ 7,964	I	Chloe July Greenberg 2004 Trust

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Class A  
Common  
Stock

^

^

^

^

^

^

7,964

I

Catherine  
Elle  
Greenberg  
2006 Trust

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

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SEC 2270  
(9-02)

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Class B Common Stock <sup>(2)</sup>	^	12/10/2010	^	G	^	287,260	^ <sup>(3)</sup>	^ <sup>(3)</sup>	Class A Common Stock	28
Class B Common Stock <sup>(2)</sup>	^	12/10/2010	^	G	287,260	^	^ <sup>(3)</sup>	^ <sup>(3)</sup>	Class A Common Stock	28
Class B Common Stock <sup>(2)</sup>	^	^	^	^	^	^	^ <sup>(3)</sup>	^ <sup>(3)</sup>	Class A Common Stock	
Class B Common Stock <sup>(2)</sup>	^	^	^	^	^	^	^ <sup>(3)</sup>	^ <sup>(3)</sup>	Class A Common Stock	
Class B Common Stock <sup>(2)</sup>	^	^	^	^	^	^	^ <sup>(3)</sup>	^ <sup>(3)</sup>	Class A Common Stock	10
Class B Common Stock <sup>(2)</sup>	^	^	^	^	^	^	^ <sup>(3)</sup>	^ <sup>(3)</sup>	Class A Common Stock	7
Class B Common Stock <sup>(2)</sup>	^	^	^	^	^	^	^ <sup>(3)</sup>	^ <sup>(3)</sup>	Class A Common Stock	3
	^	^	^	^	^	^	^ <sup>(3)</sup>	^ <sup>(3)</sup>		3

Class B  
Common  
Stock (2)

Class A  
Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG JEFFREY 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266	Â X	Â	Â	Â

## Signatures

Jeffrey  
Greenberg 04/15/2011

\_\_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) These shares are held in a grantor retained annuity trust ("GRAT") for the benefit of the reporting person's children. The reporting person's spouse is trustee of the GRAT. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
  - (2) Holders of Class A Common Stock and Class B Common Stock generally have identical rights, except that holders of Class A Common 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 stockholders.
  - (3) Shares of Class B Common Stock are convertible into Class A Common Stock on a one-for-one basis for no additional consideration at 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.

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.