

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>GREENBERG ROBERT</b>			2. Issuer Name and Ticker or Trading Symbol <b>SKECHERS USA INC [SKX]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/07/2006</b>					
228 MANHATTAN BEACH BLVD.								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) <b>03/07/2006</b>			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
MANHATTAN BEACH, CA 90266								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/07/2006		C	(1)	25,000 (2)	A	(1)	25,000	I	By Greenberg Family Trust
Class A Common Stock	03/07/2006		S		25,000 (2)	D	\$ 20.6049	0	I	By Greenberg Family Trust

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(3)	03/07/2006		C		25,000 (2)	(3)	(3)	Class A Common Stock	25,000	(3)	11,744,940	I	By Greenberg Family Trust

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG ROBERT 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266	X	X	Chief Executive Officer	
GREENBERG M SUSAN 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266		X		
GREENBERG FAMILY TRUST 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266		X		

## Signatures

Philip Paccione, Attorney-in-fact	03/14/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>
Philip Paccione, Attorney-in-fact	03/14/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>
Philip Paccione, Attorney-in-fact on behalf of Robert Greenberg and M. Susan Greenberg	03/14/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock for no additional consideration.

On March 7, 2006, a Form 4 was filed that mistakenly reported the conversion and sale of 40,000 shares of Class B Common Stock on March 7, 2006, which was overstated due to an administrative error, when in fact only 25,000 shares were sold at the price of \$20.6049 per share on such date. This discrepancy also resulted in an overstatement by 15,000 shares of the

(2) number of shares of Class B Common Stock indirectly owned via the Greenberg Family Trust as reported throughout Table II of the Form 4 that was filed on March 10, 2006. However, the Form 4 that was filed on March 14, 2006 reporting the sale of 50,000 shares on the previous day properly accounts for this discrepancy and correctly reports the number of shares of Class B Common Stock indirectly owned via the Greenberg Family Trust on March 13, 2006.

(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 is insufficient, *see* Instruction 6 for procedure.

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