

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>GREENBERG MICHAEL</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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President</b>	
(Last) (First) (Middle) <b>C/O SKECHERS U.S.A., INC., 228 MANHATTAN BEACH BLVD.</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>08/20/2004</b>			
(Street) <b>MANHATTAN BEACH, CA 90266</b>		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	
(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 B Common Stock	08/20/2004 <sup>(1)</sup>		S		25,700	D	\$ 13.31	164,650	I	By Trust w/ 3rd Prty Trstee for Children
Class B Common Stock	08/23/2004 <sup>(2)</sup>		S		4,300	D	\$ 13.2	160,350	I	By Trust w/ 3rd Prty Trstee for Children
Class A Common Stock								10,120.09 <sup>(3)</sup>	D	
Class A Common Stock								6	I <sup>(4)</sup>	By Spouse
Class A Common Stock								22,644	I <sup>(5)</sup>	By Third Party Custodian For Children
Class B Common Stock								1,259,641	I	Michael & Wendy 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					
Incentive Stock Option	\$ 3.94 <sup>(6)</sup>						02/01/2000	02/01/2010	Class A Common Stock	5,000	5,000	D	
Incentive Stock Option	\$ 13 <sup>(6)</sup>						07/06/2000	07/06/2010	Class A Common Stock	20,805	20,805	D	
Incentive Stock	\$ 6.95 <sup>(6)</sup>						10/09/2002	10/09/2012	Class A Common	25,000	25,000	D	

Option Non- Qual Stock Option	\$ 13 (6)							07/06/2000	07/06/2010	Stock Class A Common Stock	16,695		16,695	D
Non- Qual Stock Option	\$ 6.95 (6)							10/09/2002	10/09/2012	Class A Common Stock	25,000		25,000	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG MICHAEL C/O SKECHERS U.S.A., INC. 228 MANHATTAN BEACH BLVD. MANHATTAN BEACH, CA 90266	X		President	

## Signatures

By: /s/Michael Greenberg	08/24/2004
<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).

25,700 shares of Class B Common Stock held in trusts for the benefit of Mr. Greenberg's minor children were sold by the third party trustee (the trust for Harrison sold 8,568 shares @ \$13.31 and the trusts for Chase and Mackenna each sold 8,566 shares @ \$13.31). All shares of Class B Common Stock were converted to Class A Common Stock upon the sale.

(1) The reporting person disclaims beneficial ownership of the securities held by his children and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.

4,300 shares of Class B Common Stock held in trusts for the benefit of Mr. Greenberg's minor children were sold by the third party trustee (the trust for Harrison sold 1,432 shares @ \$13.20 and the trusts for Chase and Mackenna each sold 1,434 shares @ \$13.20). All shares of Class B Common Stock were converted to Class A Common Stock upon the sale.

(2) The reporting person disclaims beneficial ownership of the securities held by his children and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.

(3) Includes 3,063 shares acquired under the Skechers U.S.A., Inc Qualified Employee Stock Purchase Plan on June 30, 2004.

(4) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

The amount of Beneficially Owned shares 'By Third Party Custodian For Children' was erroneously reported as 13,416 shares of Class A Common Stock in the 3/4/04 Amendment.

(5) The correct amount is 22,644 shs. The reporting person disclaims beneficial ownership of the securities held by his children and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose.

(6) These stock options were previously reported on a timely filed Form 4.

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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