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

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

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)

### 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

1. Name and Johnson N		Reporting Person*		2. Issuer				er or Trad E [QC0	_	-	1			ationship		ng Person(s) c all applicab			
(Last) 5775 MO	REHOUSI	(First) E DR.		3. Date of 03/30/2			Transact	tion (Mor	nth/D	Day/Ye	ar)				re title below)		ner (specify be	ow)	
CANDIE	CO. CA 0	(Street)		4. If Ame	ndm	ent, I	Date Ori	ginal File	ed(Mo	onth/Day	/Year)		_X_ For	rm filed by	One Reporting	p Filing(Check Person Reporting Person		ine)	
SAN DIE		(State)	(Zip)				Tabla I	I - Non-D	<b>N</b> oriv	ativa 9	Socuritie	os Acqui	irod F	Dienocod	of or Rone	ficially Own	nad.		
1.Title of Se (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Dee Executionary (Month/	on Da	ate, if	3. Tra Code (Instr.	nsaction	4. (A	Securi	ties Acq isposed ( 4 and 5)	uired of (D)	5. An Owner Trans	nount of	Securities B ving Reporte	eneficially ed	6. Ownership Form:	Benefi	irect icial rship
							Coo	de V	An	nount	(A) or (D)	Price					(I) (Instr. 4)	(	,
Common	Stock		03/30/2009				M	1)	20	00	A	\$ 29.21	21,8	76			D		
Common	Stock		03/31/2009				M	ſ	3,0	000	A	\$ 29.21	24,8	76			D		
Common	Stock		03/31/2009				SC	1)	3,0	000	D	\$ 39.50	21,8	76			D		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if	4. Transac Code	s, ca	5. N of Deri Secu Acq (A) Disp of (I (Inst	ivative urities uired or bosed D) tr. 3, 4,	uired, D	ispos s, con Exer	sed of, nvertib cisable	or Benole secur	eficially rities)	Owner and A lerlying	e <b>d</b> Amount		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owners Form o Derivat Securit Direct or India	ship of Be over the street of	. Natur Indirec eneficia wnershi nstr. 4)
				Code	V	and (A)	5) (D)	Date Exercisa	able	Expira Date	ation	Title	] [	Amount or Number of Shares					
Non- Qualified Stock Option (right to buy)	\$ 29.21	03/30/2009		М			200	(2)	)	11/2	9/2011	Comm		200	\$ 0	37,868	D		
Non- Qualified Stock Option (right to buy)	\$ 29.21	03/31/2009		М			3,000	(2)	1	11/2	9/2011	Comn		3,000	\$ 0	34,868	D		
Donor	ting Or	MUONG																	

# **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			

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# **Signatures**

By: Raul Fajardo, Attorney-in-Fact For: Margaret L. Johnson	04/01/2009
**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) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (2) Employee stock options granted under the Company's 2001 Stock Option Plan. The options vest 10% on the six month anniversary of the date of grant and the remaining balance vests monthly thereafter, adjusted for any previously exercised options prior to becoming an affiliate. The option is fully vested five years after the date of grant.

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.