

GUESS INC ET AL/CA/
Form 4
November 01, 2004

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, 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 *
MARCIANO PAUL

(Last) (First) (Middle)

C/O GUESS?, INC., 1444 SOUTH ALAMEDA STREET

(Street)

LOS ANGELES, CA 90021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GUESS INC ET AL/CA/ [GES]

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2004

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)

Co-Chairman and Co-CEO

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------|---|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/28/2004 | | S | | 100 | D | \$ 17.78 | 12,009,248 (1) | I | By Paul Marciano Trust |
| Common Stock | 10/28/2004 | | S | | 400 | D | \$ 17.79 | 12,008,848 (2) | I | By Paul Marciano Trust |
| Common Stock | 10/28/2004 | | S | | 700 | D | \$ 17.77 | 12,008,148 (3) | I | By Paul Marciano Trust |
| Common Stock | 10/28/2004 | | S | | 1,100 | D | \$ 18.06 | 12,007,048 (4) | I | By Paul Marciano |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------------------------|---|---------------------------------|
| Common Stock | 10/28/2004 | S | 100 | D | \$ 18.03 | 12,006,948 <u>(5)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 500 | D | \$ 18.05 | 12,006,448 <u>(6)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 300 | D | \$ 18 | 12,006,148 <u>(7)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 300 | D | \$ 17.82 | 12,005,848 <u>(8)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 3,100 | D | \$ 17.8 | 12,002,748 <u>(9)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 800 | D | \$ 17.81 | 12,001,948 <u>(10)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 800 | D | \$ 17.99 | 12,001,148 <u>(11)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 1,100 | D | \$ 17.98 | 12,000,048 <u>(12)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 1,800 | D | \$ 17.95 | 11,998,248 <u>(13)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 500 | D | \$ 17.96 | 11,997,748 <u>(14)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 400 | D | \$ 17.92 | 11,997,348 <u>(15)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 100 | D | \$ 17.91 | 11,997,248 <u>(16)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/28/2004 | S | 400 | D | \$ 17.9 | 11,996,848 <u>(17)</u> | I | Trust By Paul Marciano Trust |
| Common Stock | 10/29/2004 | S | 500 | D | \$ 16.61 | 11,996,348 <u>(18)</u> | I | Trust By Paul Marciano Trust |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--------------------|---|------------------------|
| Common Stock | 10/29/2004 | | S | 800 | D | \$ 16.62 | 11,995,548 (19) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 800 | D | \$ 16.6 | 11,994,748 (20) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 2,400 | D | \$ 16.59 | 11,992,348 (21) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 900 | D | \$ 16.58 | 11,991,448 (22) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 400 | D | \$ 16.55 | 11,991,048 (23) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 2,000 | D | \$ 16.54 | 11,989,048 (24) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 1,000 | D | \$ 16.8 | 11,988,048 (25) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 500 | D | \$ 16.9 | 11,987,548 (26) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 300 | D | \$ 17.15 | 11,987,248 (27) | I | By Paul Marciano Trust |
| Common Stock | 10/29/2004 | | S | 2,900 | D | \$ 17.16 | 11,984,348 (28) | I | By Paul Marciano Trust |

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

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(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 | 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. Nu |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARCIANO PAUL C/O GUESS?, INC. 1444 SOUTH ALAMEDA STREET LOS ANGELES, CA 90021 | X | X | Co-Chairman and Co-CEO | |

Signatures

Paul Marciano 11/01/2004

**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 shares of Common Stock beneficially owned by Paul Marciano as follows: 959,248 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(2) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 958,848 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(3) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 958,148 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(4) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 957,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(5)

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2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(24) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 939,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(25) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 938,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(26) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 937,548 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(27) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 937,248 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

(28) Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 934,348 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust; the reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

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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