

Dahan Joseph M.
Form 4
February 18, 2010

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 *
Dahan Joseph M.

2. Issuer Name and Ticker or Trading Symbol
JOE'S JEANS INC. [JOEZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O JOE'S JEANS INC., 2340 S
EASTERN AVE

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2010

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

Creative Director

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

COMMERCE, CA 90040

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/16/2010		S	V	57,849	D	\$ 13,913,469 2.05 (1)
Common Stock	02/16/2010		S		14,100	D	\$ 13,899,369 2.06 (1)
Common Stock	02/16/2010		S		5,800	D	\$ 13,893,569 2.07 (1)
Common Stock	02/16/2010		S		52,300	D	\$ 13,841,269 2.08 (1)
Common Stock	02/16/2010		S		66,500	D	\$ 13,774,769 2.09 (1)

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Common Stock	02/16/2010	S	76,975	D	\$ 2.1	13,697,794 <u>(1)</u>	D	
Common Stock	02/16/2010	S	20,400	D	\$ 2.11	13,677,394 <u>(1)</u>	D	
Common Stock	02/16/2010	S	21,950	D	\$ 2.12	13,655,444 <u>(1)</u>	D	
Common Stock	02/16/2010	S	1,300	D	\$ 2.13	13,654,144 <u>(1)</u>	D	
Common Stock	02/16/2010	S	4,650	D	\$ 2.14	13,649,494 <u>(1)</u>	D	
Common Stock	02/16/2010	S	143,800	D	\$ 2.15	13,505,694 <u>(1)</u>	D	
Common Stock	02/16/2010	S	23,025	D	\$ 2.16	13,482,669 <u>(1)</u>	D	
Common Stock	02/16/2010	S	4,900	D	\$ 2.17	13,477,769 <u>(1)</u>	D	
Common Stock	02/17/2010	S	62,800	D	\$ 2.03	13,414,969 <u>(1)</u>	D	
Common Stock	02/17/2010	S	88,963	D	\$ 2.05	13,326,006 <u>(1)</u>	D	
Common Stock	02/17/2010	S	56,575	D	\$ 2.06	13,269,431 <u>(1)</u>	D	
Common Stock	02/17/2010	S	30,004	D	\$ 2.07	13,239,427 <u>(1)</u>	D	
Common Stock	02/17/2010	S	48,531	D	\$ 2.08	13,190,896 <u>(1)</u>	D	
Common Stock	02/17/2010	S	11,551	D	\$ 2.09	13,179,345 <u>(1)</u>	D	
Common Stock	02/18/2010	S	60,127	D	\$ 2.05	13,119,218 <u>(1)</u>	D	
Common Stock	02/18/2010	S	44,300	D	\$ 2.06	13,074,918 <u>(1)</u>	D	
Common Stock	02/18/2010	S	3,600	D	\$ 2.07	13,071,318 <u>(1)</u>	D	
Common Stock	02/16/2010	M	200,000	A	\$ 1.02	13,271,318 <u>(1)</u>	D	
Common Stock	02/16/2010	F	135,135	D	\$ 2.05	13,136,183 <u>(1)</u>	D	
Common Stock						50,030	I	By Spouse <u>(2)</u>

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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 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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Employee Stock Option (right to buy)	\$ 1.02	02/16/2010		M	200,000	06/13/2005 06/13/2015	Common Stock	200,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dahan Joseph M. C/O JOE'S JEANS INC. 2340 S EASTERN AVE COMMERCE, CA 90040	X	X	Creative Director	

Signatures

/Joe Dahan/ 02/18/2010
 **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 restricted stock units previously reported on Table I that are subject to vesting requirements.
 These are restricted stock units that are subject to vesting requirements and are held for the account of the reporting person's spouse. The reporting person disclaims beneficial ownership of common stock held by his spouse. The filing of this statement shall not be deemed to be an admission that the reporting person is the beneficial owner of any securities not held directly for his account for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.
- (2)

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