

MARCIANO MAURICE
Form 4
October 15, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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).

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 MAURICE

(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)
10/13/2004

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------------|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/13/2004 | | S | | 100 | D | \$ 16.5 | 15,801,814 (1) | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | | S | | 300 | D | \$ 16.9 | 15,801,514 (2) | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | | S | | 300 | D | \$ 16.82 | 15,801,214 (3) | I | By Maurice Marciano Trust |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|---------------------------|---|---------------------------|
| Common Stock | 10/13/2004 | S | 100 | D | \$ 16.58 | 15,801,114 <u>(4)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 300 | D | \$ 16.57 | 15,800,814 <u>(5)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 200 | D | \$ 16.44 | 15,800,614 <u>(6)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 200 | D | \$ 16.96 | 15,800,414 <u>(7)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 100 | D | \$ 17.04 | 15,800,314 <u>(8)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 200 | D | \$ 17.2 | 15,800,114 <u>(9)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 300 | D | \$ 17.25 | 15,799,814 <u>(10)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 100 | D | \$ 17.26 | 15,799,714 <u>(11)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 300 | D | \$ 17.3 | 15,799,414 <u>(12)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 100 | D | \$ 16.4 | 15,799,314 <u>(13)</u> | I | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 300 | D | \$ 16.34 | 15,799,014 <u>(14)</u> | I | By Maurice Marciano Trust |
| | 10/13/2004 | S | 700 | D | | | I | |

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|--------------|------------|---|-------|---|----------|---------------------------|---|--|---------------------------|
| Common Stock | | | | | \$ 16.33 | 15,798,314 <u>(15)</u> | | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 300 | D | \$ 16.31 | 15,798,014 <u>(16)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 600 | D | \$ 16.3 | 15,797,414 <u>(17)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 600 | D | \$ 16.47 | 15,796,814 <u>(18)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 900 | D | \$ 16.46 | 15,795,914 <u>(19)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 2,300 | D | \$ 16.45 | 15,793,614 <u>(20)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 900 | D | \$ 16.56 | 15,792,714 <u>(21)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 1,200 | D | \$ 16.55 | 15,791,514 <u>(22)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 300 | D | \$ 16.54 | 15,791,214 <u>(23)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 1,000 | D | \$ 16.53 | 15,790,214 <u>(24)</u> | I | | By Maurice Marciano Trust |
| Common Stock | 10/13/2004 | S | 800 | D | \$ 16.52 | 15,789,414 <u>(25)</u> | I | | By Maurice Marciano Trust |
| | 10/14/2004 | S | 400 | D | | | I | | |

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|--------------|------------|---|--------|---|-------------------------------|--|---|--|---------------------------|
| Common Stock | | | | | \$ 15,789,014 | | | | By Maurice Marciano Trust |
| | | | | | 16.66 <u>(26)</u> | | | | |
| Common Stock | 10/14/2004 | S | 700 | D | \$ 15,788,314 | | I | | By Maurice Marciano Trust |
| | | | | | 16.75 <u>(27)</u> | | | | |
| Common Stock | 10/14/2004 | S | 10,600 | D | \$ 15,777,714 | | I | | By Maurice Marciano Trust |
| | | | | | 16.5 <u>(28)</u> | | | | |
| Common Stock | 10/14/2004 | S | 500 | D | \$ 15,777,214 | | I | | By Maurice Marciano Trust |
| | | | | | 16.51 <u>(29)</u> | | | | |
| Common Stock | 10/14/2004 | S | 200 | D | \$ 15,776,914 | | I | | By Maurice Marciano Trust |
| | | | | | 16.54 <u>(30)</u> <u>(31)</u> | | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | Code V (A) (D) | | | | |

Reporting Owners

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

Signatures

Maurice Marciano 10/15/2004

**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 Maurice Marciano as follows: 4,640,909 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT 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.
 - (2) Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,640,609 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT 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.
 - (3) Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,640,309 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT 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.
 - (4) Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,640,209 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT 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.
 - (5) Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,639,909 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 100,870 shares held by the Maurice

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(27) Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,627,409 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT 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.

(28) Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,616,809 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT 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.

(29) Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,616,309 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT 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.

(30) Following the sale of 200 shares at \$16.54, the reporting person beneficially owned 15,777,014 shares as follows: 4,616,109 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano ("Mr. Marciano") is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Mr. Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of Mr. Marciano's immediate family, the inclusion herein of which shall not be deemed an admission that Mr. Marciano is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT transferred 11,050,000 shares to MFH on October 11, 2004 and has exclusive voting and investment power with respect to such shares.

(31) Maurice Marciano ("Mr. Marciano") also sold 100 shares at \$16.59 on 10/14/04 after which he beneficially owned 15,776,914 shares as follows: 4,616,109 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Mr. Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Mr. Marciano is sole trustee; 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of Mr. Marciano's immediate family, the inclusion herein of which shall not be deemed an admission that Mr. Marciano is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member. The MMT transferred 11,050,000 shares to MFH on October 11, 2004 and has exclusive voting and investment power with respect to such shares.

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.