

MARCIANO PAUL  
Form 4/A  
December 05, 2005

**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 PAUL

2. Issuer Name and Ticker or Trading Symbol  
GUESS INC [GES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GUESS?, INC., 1444 SOUTH ALAMEDA STREET

3. Date of Earliest Transaction (Month/Day/Year)  
12/01/2005

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

Co-Chairman & Co-CEO

(Street)  
LOS ANGELES, CA 90021

4. If Amendment, Date Original Filed (Month/Day/Year)  
12/05/2005

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

(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 Beneficial Ownership (Instr. 4) |           |   |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |           |   |                                       |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 90,748  | D  | \$ 33.4658  | 1,991,711 | I | by Paul Marciano Trust <sup>(1)</sup> |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 35,000  | D  | \$ 33.8257  | 8,787,986 | I | by LLC <sup>(2)</sup>                 |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 77,500  | D  | \$ 34   | 8,710,486 | I | by LLC <sup>(2)</sup>                 |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 50,000  | D  | \$ 33.53  | 8,660,486 | I | by LLC <sup>(2)</sup>                 |
| Common Stock                    | 12/02/2005                           |  | S                              |   | 60,000  | D  | \$ 33.4083  | 1,931,711 | I | by Paul Marciano                      |

Trust <sup>(1)</sup>

Common Stock 425,403 D

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

s/ Paul Marciano 12/05/2005

    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) Shares are held by the Paul Marciano Trust, dated 2/20/86, a revocable trust of which the reporting person is sole trustee and sole beneficiary and has the exclusive pecuniary interest.

Edgar Filing: MARCIANO PAUL - Form 4/A

- (2) Shares are held by Marciano Financial Holdings II, LLC in an account specifically allocated to two trusts for which the reporting person is the sole trustee and sole beneficiary and has the exclusive pecuniary interest.

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.