

OMB APPROVAL	
OMB Number:	3235-0287
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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**

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 Address of Reporting Person* <b>MARCIANO MAURICE</b>  (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 <b>GUESS INC ET AL/CA/ [ GES ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Co-Chairman and Co-CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/10/2004</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/10/2004		S		7,100	D	\$16	15,694,814 <sup>(1)</sup>	I	By Maurice Marciano Trust
Common Stock	11/10/2004		S		600	D	\$16.01	15,694,214 <sup>(2)</sup>	I	By Maurice Marciano Trust
Common Stock	11/10/2004		S		600	D	\$16.03	15,693,614 <sup>(3)</sup>	I	By Maurice Marciano Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- Includes shares of Common Stock beneficially owned by Maurice Marciano: 4,533,909 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; 11,050,000 shares held by the Marciano Financial Holdings II, LLC (the MFH) of which the MMT is a member; and 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.
- Includes shares of Common Stock beneficially owned by Maurice Marciano: 4,533,309 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; 11,050,000 shares held by the Marciano Financial Holdings II, LLC (the MFH) of which the MMT is a member; and 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.
- Includes shares of Common Stock beneficially owned by Maurice Marciano: 4,532,709 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; 11,050,000 shares held by the Marciano Financial Holdings II, LLC (the MFH) of which the MMT is a member; and 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.

**Remarks:**

Maurice Marciano

11/12/2004

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**