

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13D-2(B)
(AMENDMENT NO. 4)

GUESS ?, INC.

(NAME OF ISSUER)

COMMON STOCK

(TITLE OF CLASS OF SECURITIES)

401617 10 5

(CUSIP Number)

CUSIP NO. 401617 10 5 SCHEDULE 13G PAGE 2 OF 19 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Maurice Marciano

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |
Group membership is acknowledged for purposes of (b) |
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of France

NUMBER OF 5 SOLE VOTING POWER
SHARES 15,556,395
BENEFICIALLY
OWNED BY 6 SHARED VOTING POWER
EACH 741,886
REPORTING
PERSON
WITH 7 SOLE DISPOSITIVE POWER
15,556,395

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,298,281

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* |X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
37.4%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5 SCHEDULE 13G PAGE 3 OF 19 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Paul Marciano

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | |
Group membership is acknowledged for purposes of (b) |X|
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of France

NUMBER OF 5 SOLE VOTING POWER
SHARES 12,287,947

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
EACH 637,034
REPORTING PERSON

7 SOLE DISPOSITIVE POWER
12,287,947

8 SHARED DISPOSITIVE POWER
637,034

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,924,981

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* |X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
29.7%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5 SCHEDULE 13G PAGE 4 OF 19 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Armand Marciano

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
Group membership is acknowledged for purposes of (b)
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of France

NUMBER OF 5 SOLE VOTING POWER
SHARES 6,220,957

BENEFICIALLY
OWNED BY 6 SHARED VOTING POWER
EACH -0-
REPORTING
PERSON
WITH 7 SOLE DISPOSITIVE POWER
6,220,957

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,220,957

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
14.3%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5 SCHEDULE 13G PAGE 5 OF 19 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Gary W. Hampar

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
Group membership is acknowledged for purposes of (b)
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 637,034
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 637,034

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
637,034

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.5%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5 SCHEDULE 13G PAGE 6 OF 19 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Joseph H. Sugerman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
Group membership is acknowledged for purposes of (b)
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-

	6	SHARED VOTING POWER 473,851

	7	SOLE DISPOSITIVE POWER -0-

	8	SHARED DISPOSITIVE POWER 473,851

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
473,851

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* |X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.1%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5 SCHEDULE 13G PAGE 7 OF 19 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Marc E. Petas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_|
Group membership is acknowledged for purposes of (b) |X|
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-

	6	SHARED VOTING POWER 269,535

	7	SOLE DISPOSITIVE POWER -0-

	8	SHARED DISPOSITIVE POWER 269,535

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES* |X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.6%

12 TYPE OF REPORTING PERSON*
 IN

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SCHEDULE 13G

This Amendment No. 4 (the "Amendment No. 4") amends and supplements the Statement on Schedule 13G, dated February 14, 1997, as amended by Amendment No. 1, dated February 17, 1998, Amendment No. 2, dated February 12, 1999, and Amendment No. 3, dated February 10, 2000 (the "Schedule 13G"), relating to shares of the common stock, \$.01 par value per share (the "Shares"), of Guess ?, Inc., a Delaware corporation (the "Issuer"). Pursuant to Rule 13d-2 of Regulation 13D-G promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby file this Amendment No. 4 on behalf of Maurice Marciano, Paul Marciano, Armand Marciano, Gary W. Hampar, Joseph H. Sugerma and Marc E. Petas.

Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Schedule 13G.

ITEM 4. OWNERSHIP.

Item 4 is hereby amended and supplemented as follows:

- (a) Maurice Marciano beneficially owns 16,298,281 shares of Common Stock as follows: 15,456,395 shares held indirectly as sole trustee of the Maurice Marciano Trust; 10,000 shares held indirectly as sole advisor of the Maurice Marciano 1990 Children's Trust; 462,351 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust; 269,535 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust; 90,000 shares held indirectly as president of the Maurice Marciano Family Foundation; and 10,000 shares held by his wife.

Paul Marciano beneficially owns 12,924,981 shares of Common Stock as follows: 12,287,947 shares held indirectly as sole trustee of the Paul Marciano Trust; and 637,034 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust.

Armand Marciano beneficially owns 6,220,957 shares of Common Stock as follows: 6,215,957 shares held indirectly as sole trustee of the Armand Marciano Trust; 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Anastasia; 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Francisca; 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Harrison; 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Dominique; and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Julien.

Gary W. Hampar beneficially owns 637,034 shares of Common Stock held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust.

Joseph H. Sugerman beneficially owns 473,851 shares of Common Stock as follows: 462,351 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust; 4,000 shares held indirectly as co-trustee of The Joseph Sugerman Target Benefit Trust; 1,000 shares held indirectly as co-trustee of The Joseph Sugerman Living Trust; 3,500 shares held indirectly as co-trustee of The Joseph Sugerman Retirement Trust; 1,500 shares held indirectly as co-trustee of The Arnold Sugerman Trust; and 1,500 shares held indirectly as co-trustee of The Arnold Sugerman Trust, NDS.

Marc E. Petas beneficially owns indirectly 269,535 shares of Common Stock as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust.

- (b) The 16,298,281 shares beneficially owned by Maurice Marciano represent 37.4% of the outstanding shares of the Common Stock. The 12,924,981 shares beneficially owned by Paul Marciano represent 29.7% of the outstanding shares of the Common Stock. The 6,220,957 shares beneficially owned by Armand Marciano represent 14.3% of the outstanding shares of the Common Stock. The 637,034 shares beneficially owned by Gary W. Hampar represent 1.5% of the outstanding shares of the Common Stock. The 473,851 shares beneficially owned by Joseph H. Sugerman represent 1.1% of the outstanding shares of the Common Stock. The 269,535 shares beneficially owned by Marc E. Petas represent 0.6% of the outstanding shares of the Common Stock.

Percentage ownership of the Common Stock is based on 43,539,327 shares of Common Stock, which represents the number of outstanding shares of Common Stock as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2000.

- (c) Maurice Marciano has (i) sole voting power with respect to 10,000 shares held indirectly as sole advisor of the Maurice Marciano 1990 Children's Trust, 15,456,395 shares held indirectly as sole trustee of the Maurice Marciano Trust and 90,000 shares held indirectly as president of the Maurice Marciano Family Foundation, except for the restrictions on voting described in Item 8 of Schedule 13G; (ii) shared voting power with respect to 462,351 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust, 10,000 shares held by his wife and 269,535 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust; (iii) sole dispositive power with respect to 10,000 shares held indirectly as sole advisor of the Maurice Marciano 1990 Children's Trust, 15,456,395 shares held indirectly as sole trustee of the Maurice Marciano Trust and 90,000 shares held indirectly as president of the Maurice Marciano Family Foundation, except for the rights of first refusal described in Item 8 of Schedule 13G; and (iv) shared dispositive power with respect to 462,351 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust, 10,000 shares held by his wife and 269,535 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust.

Paul Marciano has (i) sole voting power with respect to 12,287,947 shares held indirectly as sole trustee of the Paul Marciano Trust, except for the restrictions on voting described in Item 8 of Schedule 13G; (ii) shares voting power with respect to 637,034 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust; (iii) sole dispositive power with respect to 12,287,947 shares held indirectly as sole trustee of the Paul Marciano Trust, except for the rights of first refusal described in Item 8 of Schedule

13G; and (iv) shared dispositive power with respect to 637,034 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust.

Armand Marciano has (i) sole voting power with respect to 6,215,957 shares held indirectly as sole trustee of the Armand Marciano Trust, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Julien, except for the restrictions on voting described in Item 8 of Schedule 13G; (ii) no shared voting power with respect to any shares; (iii) sole dispositive power with respect to 6,215,957 shares held indirectly as sole trustee of the Armand Marciano Trust, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Julien, except for the rights of first refusal described in Item 8 of Schedule 13G; and (iv) no shared dispositive power with respect to any shares.

Gary W. Hampar has (i) no sole voting power with respect to any shares; (ii) shared voting power with respect to 637,034 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust; (iii) no sole dispositive power with respect to any shares; and (iv) shared dispositive power with respect to 637,034 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust.

Joseph H. Sugerman has (i) no sole voting power with respect to any shares; (ii) shared voting power with respect to 462,351 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust, 4,000 shares held indirectly as co-trustee of The Joseph Sugerman Target Benefit Trust, 1,000 shares held indirectly as co-trustee of The Joseph Sugerman Living Trust, 3,500 shares held indirectly as co-trustee of The Joseph Sugerman Retirement Trust, 1,500 shares held indirectly as co-trustee of The Arnold Sugerman Trust, and 1,500 shares held indirectly as co-trustee of The Arnold Sugerman Trust, NDS; (iii) no sole dispositive power with respect to any shares; and (iv) shared dispositive power with respect to 462,351 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust, 4,000 shares held indirectly as co-trustee of The Joseph Sugerman Target Benefit Trust, 1,000 shares held indirectly as co-trustee of The Joseph Sugerman Living Trust, 3,500 shares held indirectly as co-trustee of The Joseph Sugerman Retirement Trust, 1,500 shares held indirectly as co-trustee of The Arnold Sugerman Trust, and 1,500 shares held indirectly as co-trustee of The Arnold Sugerman Trust, NDS.

Marc E. Petas has (i) no sole voting power with respect to any shares; (ii) shared voting power with respect to 269,535 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust; (ii) no sole dispositive power with respect to any shares; and (iv) shared dispositive power with respect to 269,535 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust.

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 13, 2001

Maurice Marciano

By: /s/ Maurice Marciano

Maurice Marciano

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 13, 2001

Paul Marciano

By: /s/ Paul Marciano

Paul Marciano

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 13, 2001

Armand Marciano

By: /s/ Armand Marciano

Armand Marciano

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 13, 2001

Gary W. Hamper

By: /s/ Gary W. Hamper

Gary W. Hamper

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 13, 2001

Joseph H. Sugerman

By: /s/ Joseph H. Sugerman

Joseph H. Sugerman

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 13, 2001

Marc E. Petas

By: /s/ Marc E. Petas

Marc E. Petas

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EXHIBIT INDEX

Exhibit Number -----	Title -----	Page -----
1	Joint Filing Agreement among the Reporting Persons pursuant to Rule 13d-1(k)(1).	19

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EXHIBIT 1

The undersigned hereby agree that the Statement on Schedule 13G, dated February 14, 1997 (the "Schedule 13G"), with respect to the common stock, par value \$.01 per shares, of Guess ?, Inc., is, and any amendments thereto executed by each of us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities and Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 14th day of February, 1997.

/s/ Maurice Marciano

Maurice Marciano

/s/ Paul Marciano

Paul Marciano

/s/ Armand Marciano

Armand Marciano

/s/ Gary W. Hampar

Gary W. Hampar

/s/ Joseph H. Sugerman

Joseph H. Sugerman

/s/ Marc E. Petas

Marc E. Petas