

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| 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*<br><u>MARCIANO MAURICE</u><br><br>(Last) (First) (Middle)<br>C/O GUESS?, INC.<br>1444 SOUTH ALAMEDA STREET<br><br>(Street)<br>LOS ANGELES CA 90021<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GUESS INC ET AL/CA/ [ GES ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Co-Chairman and Co-CEO</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/28/2004</u>             |   |
| 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                    | 06/28/2004                           |  | S                              |   | 2,300   | D          | \$16.27 | 15,998,164 <sup>(1)</sup>   | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 900   | D          | \$16.24 | 15,997,264 <sup>(2)</sup>   | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 1,300   | D          | \$16.23 | 15,995,964 <sup>(3)</sup>   | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 600   | D          | \$16.22 | 15,995,364 <sup>(4)</sup>   | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 400   | D          | \$16.2  | 15,994,964 <sup>(5)</sup>   | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 1,100   | D          | \$16.26 | 15,993,864 <sup>(6)</sup>   | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 1,500   | D          | \$16.28 | 15,992,364 <sup>(7)</sup>   | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 500   | D          | \$16.25 | 15,991,864 <sup>(8)</sup>   | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 1,000   | D          | \$16.3  | 15,990,864 <sup>(9)</sup>   | I  | by Maurice Marciano Trust                             |

**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                    | 06/28/2004                           |  | S                              |   | 2,300   | D          | \$16.1  | 15,988,564 <sup>(10)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/28/2004                           |  | S                              |   | 600   | D          | \$16.18 | 15,987,964 <sup>(11)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 2,300   | D          | \$16.2  | 15,985,664 <sup>(12)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 400   | D          | \$16.27 | 15,985,264 <sup>(13)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 100   | D          | \$16.28 | 15,985,164 <sup>(14)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 100   | D          | \$16.29 | 15,985,064 <sup>(15)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 1,600   | D          | \$16.02 | 15,983,464 <sup>(16)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 900   | D          | \$16    | 15,982,564 <sup>(17)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 100   | D          | \$16.06 | 15,982,464 <sup>(18)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 1,100   | D          | \$16.17 | 15,981,364 <sup>(19)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 800   | D          | \$16.19 | 15,980,564 <sup>(20)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 2,200   | D          | \$16.16 | 15,978,364 <sup>(21)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 2,200   | D          | \$16.15 | 15,976,164 <sup>(22)</sup>  | I  | by Maurice Marciano Trust                             |
| Common Stock                    | 06/29/2004                           |  | S                              |   | 500   | D          | \$16.13 | 15,975,664 <sup>(23)</sup>  | I  | by Maurice Marciano Trust                             |



