

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULES 13D-1(B), (C) AND (D)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(B)

Guess?, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

401617 10 5

(CUSIP Number)

February 17, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 (the "Act") or otherwise subject to the liabilities of that  
section of the Act but shall be subject to all other provisions of the Act.

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul Marciano

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

-----  
(a) [ ]  
(b) [ X ]

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

-----  
United States of America

-----  
5. SOLE VOTING POWER

12,791,898  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

140,870  
-----

7. SOLE DISPOSITIVE POWER

12,791,898  
-----

8. SHARED DISPOSITIVE POWER

140,870  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,932,768  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.6%  
-----

12. TYPE OF REPORTING PERSON

IN  
-----

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gary W. Hampar  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b) [ X ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America  
-----

5. SOLE VOTING POWER

0  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING

6. SHARED VOTING POWER

140,870  
-----

7. SOLE DISPOSITIVE POWER

PERSON  
WITH

0

8. SHARED DISPOSITIVE POWER

140,870

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

140,870

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ X ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

12. TYPE OF REPORTING PERSON

IN

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Item 1(a) Name of Issuer:

Guess?, Inc., a Delaware corporation (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:

1444 South Alameda Street  
Los Angeles, California 90021.

Item 2(a) Name of Person Filing:

This Schedule 13G is being filed by Paul Marciano ("Mr. Marciano") and Gary W. Hampar ("Mr. Hampar"), who are sometimes collectively referred to as the "Reporting Persons." The Reporting Persons disclaim that they have ever formed or been part of a group among themselves.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address and principal business office of Mr. Marciano is 1444 South Alameda Street, Los Angeles, California 90021. The address of the principal business office of Mr. Hampar is 9701 Wilshire Boulevard, Suite 1106, Beverly Hills, California 90212.

Item 2(c) Citizenship:

The Reporting Persons are both citizens of the United States of America.

Item 2(d) Title of Class of Securities:

This Schedule 13G refers to the common stock, par value \$0.01 per share, of the Issuer (the "Common Stock").

Item 2(e) CUSIP Number:

401617 10 5

Item 3 If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or(c), check whether the person filing is a:

Not applicable

Item 4 Ownership:

(a) Amount Beneficially Owned:

Mr. Marciano beneficially owns 12,932,768 shares of Common Stock as

follows: 12,791,898 shares held indirectly as sole trustee of the Paul Marciano Trust, dated 2/20/86 (the "Paul Marciano Trust") and 140,870 shares held indirectly as co-trustee of

the Maurice Marciano 2001 Children's Trust (formerly the Maurice Marciano 1996 Grantor Retained Annuity Trust).

Mr. Hampar beneficially owns 140,870 shares of Common Stock held indirectly as co-trustee of the Maurice Marciano 2001 Children's Trust (formerly the Maurice Marciano 1996 Grantor Retained Annuity Trust).

(b) Percent of Class:

The 12,932,768 shares beneficially owned by Mr. Marciano represent 29.6% of the outstanding shares of the Common Stock. The 140,870 shares beneficially owned by Mr. Hampar represent 0.3% of the outstanding shares of the Common Stock.

Percentage ownership of the Common Stock is based on 43,678,831 shares of Common Stock, which represents the number of outstanding shares of Common Stock as of January 9, 2004, as confirmed by the Issuer.

(c) Number of shares as to which such person has:

Mr. Marciano has (i) sole voting power with respect to 12,791,898 shares held indirectly as sole trustee of the Paul Marciano Trust; (ii) shared voting power with respect to 140,870 shares held indirectly as co-trustee of the Maurice Marciano 2001 Children's Trust (formerly the Maurice Marciano 1996 Grantor Retained Annuity Trust); (iii) sole dispositive power with respect to 12,791,898 shares held indirectly as sole trustee of the Paul Marciano Trust; and (iv) shared dispositive power with respect to 140,870 shares held indirectly as co-trustee of the Maurice Marciano 2001 Children's Trust (formerly the Maurice Marciano 1996 Grantor Retained Annuity Trust).

Mr. Hampar has (i) no sole voting power with respect to any shares; (ii) shared voting power with respect to 140,870 shares held indirectly as co-trustee of the Maurice Marciano 2001 Children's Trust (formerly 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 140,870 shares held indirectly as co-trustee of the Maurice Marciano 2001 Children's Trust (formerly the Maurice Marciano 1996 Grantor Retained Annuity Trust).

Item 5 Ownership of Five Percent or Less of a Class:

Not applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable

Item 8 Identification and Classification of Members of the Group:

Mr. Marciano and Mr. Hampar are co-trustees of the Maurice Marciano 2001 Children's Trust (formerly the Maurice Marciano 1996 Grantor

Retained Annuity Trust). The Reporting Persons expressly disclaim that they have formed a group among themselves.

Item 9 Notice of Dissolution of Group:

Not applicable

Item 10 Certification:

Not applicable

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Signature

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

February 17, 2004

Paul Marciano

By: /s/ PAUL MARCIANO  
Paul Marciano

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Signature

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

February 17, 2004

Gary W. Hampar

By: /s/ GARY W. HAMPAR  
Gary W. Hampar

#### EXHIBIT INDEX

Exhibit No.

Description

1 Amended and Restated Joint Filing Agreement dated as of February 17, 2004



AMENDED AND RESTATED  
JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the shares of common stock, \$0.01 par value, of Guess?, Inc., and further agree that this Joint Filing Agreement be included as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such statement.

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.

Date: February 17, 2004

PAUL MARCIANO

/s/ PAUL MARCIANO

GARY W. HAMPAR

/s/ GARY W. HAMPAR