

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 PAUL</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>11/17/2004</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	11/17/2004		S		12,500	D	\$16	11,938,048 <sup>(1)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		300	D	\$16.06	11,937,748 <sup>(2)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		200	D	\$16.01	11,937,548 <sup>(3)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		4,300	D	\$16	11,933,248 <sup>(4)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		1,000	D	\$16.02	11,932,248 <sup>(5)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		800	D	\$16.03	11,931,448 <sup>(6)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		800	D	\$16.05	11,930,648 <sup>(7)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		300	D	\$16.07	11,930,348 <sup>(8)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		100	D	\$16.09	11,930,248 <sup>(9)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		3,800	D	\$16.1	11,926,448 <sup>(10)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		500	D	\$16.11	11,925,948 <sup>(11)</sup>	I	By Paul Marciano Trust
Common Stock	11/18/2004		S		100	D	\$16.14	11,925,848 <sup>(12)</sup>	I	By Paul Marciano Trust



\*\* 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.

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