

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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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>09/16/2004</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	09/16/2004		S		8,200	D	\$17	12,138,648 <sup>(1)</sup>	I	By Paul Marciano Trust
Common Stock	09/16/2004		S		800	D	\$16.87	12,137,848 <sup>(2)</sup>	I	By Paul Marciano Trust
Common Stock	09/16/2004		S		200	D	\$16.82	12,137,648 <sup>(3)</sup>	I	By Paul Marciano Trust
Common Stock	09/16/2004		S		200	D	\$16.85	12,137,448 <sup>(4)</sup>	I	By Paul Marciano Trust
Common Stock	09/16/2004		S		700	D	\$16.99	12,136,748 <sup>(5)</sup>	I	By Paul Marciano Trust
Common Stock	09/16/2004		S		1,200	D	\$16.95	12,135,548 <sup>(6)</sup>	I	By Paul Marciano Trust
Common Stock	09/16/2004		S		1,200	D	\$16.94	12,134,348 <sup>(7)</sup>	I	By Paul 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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Includes shares of Common Stock beneficially owned by Paul Marciano as sole trustee of the Paul Marciano Trust, dated 2/20/86. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust. The reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

2. Includes shares of Common Stock beneficially owned by Paul Marciano as sole trustee of the Paul Marciano Trust, dated 2/20/86. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust. The reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.
3. Includes shares of Common Stock beneficially owned by Paul Marciano as sole trustee of the Paul Marciano Trust, dated 2/20/86. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust. The reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.
4. Includes shares of Common Stock beneficially owned by Paul Marciano as sole trustee of the Paul Marciano Trust, dated 2/20/86. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust. The reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.
5. Includes shares of Common Stock beneficially owned by Paul Marciano as sole trustee of the Paul Marciano Trust, dated 2/20/86. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust. The reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.
6. Includes shares of Common Stock beneficially owned by Paul Marciano as sole trustee of the Paul Marciano Trust, dated 2/20/86. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust. The reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.
7. Includes shares of Common Stock beneficially owned by Paul Marciano as sole trustee of the Paul Marciano Trust, dated 2/20/86. Does not include 100,870 shares held by the Maurice Marciano 2001 Children's Trust. The reporting person expressly disclaims beneficial ownership of such shares for purposes of Section 16 of the Securities and Exchange Act of 1934.

**Remarks:**

Paul Marciano

09/20/2004

\*\* 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.**