

OMB APPROVAL	
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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* <u>MARCIANO PAUL</u>  (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 <u>GUESS INC ET AL/CA/ [ GES ]</u>	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)  Co-Chairman and Co-CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/28/2004</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	10/28/2004		S		100	D	\$17.78	12,009,248 <sup>(1)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		400	D	\$17.79	12,008,848 <sup>(2)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		700	D	\$17.77	12,008,148 <sup>(3)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		1,100	D	\$18.06	12,007,048 <sup>(4)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		100	D	\$18.03	12,006,948 <sup>(5)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		500	D	\$18.05	12,006,448 <sup>(6)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		300	D	\$18	12,006,148 <sup>(7)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		300	D	\$17.82	12,005,848 <sup>(8)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		3,100	D	\$17.8	12,002,748 <sup>(9)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		800	D	\$17.81	12,001,948 <sup>(10)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		800	D	\$17.99	12,001,148 <sup>(11)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		1,100	D	\$17.98	12,000,048 <sup>(12)</sup>	I	By Paul 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	10/28/2004		S		1,800	D	\$17.95	11,998,248 <sup>(13)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		500	D	\$17.96	11,997,748 <sup>(14)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		400	D	\$17.92	11,997,348 <sup>(15)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		100	D	\$17.91	11,997,248 <sup>(16)</sup>	I	By Paul Marciano Trust
Common Stock	10/28/2004		S		400	D	\$17.9	11,996,848 <sup>(17)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		500	D	\$16.61	11,996,348 <sup>(18)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		800	D	\$16.62	11,995,548 <sup>(19)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		800	D	\$16.6	11,994,748 <sup>(20)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		2,400	D	\$16.59	11,992,348 <sup>(21)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		900	D	\$16.58	11,991,448 <sup>(22)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		400	D	\$16.55	11,991,048 <sup>(23)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		2,000	D	\$16.54	11,989,048 <sup>(24)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		1,000	D	\$16.8	11,988,048 <sup>(25)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		500	D	\$16.9	11,987,548 <sup>(26)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		300	D	\$17.15	11,987,248 <sup>(27)</sup>	I	By Paul Marciano Trust
Common Stock	10/29/2004		S		2,900	D	\$17.16	11,984,348 <sup>(28)</sup>	I	By Paul Marciano Trust



18. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 946,348 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

19. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 945,548 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

20. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 944,748 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

21. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 942,348 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

22. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 941,448 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

23. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 941,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

24. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 939,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

25. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 938,048 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

26. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 937,548 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

27. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 937,248 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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.

28. Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 934,348 shares held by the Paul Marciano Trust, dated 2/20/86 ("PMT") of which Paul Marciano is sole trustee; and 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH"), of which the PMT is a member. The PMT transferred 11,050,000 shares of Common Stock to MFH on October 11, 2004 and has exclusive voting and investment power with respect to those shares. 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                                11/01/2004  
\*\* 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.

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