

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) <u>Co-Chairman and Co-CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2004</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	11/01/2004		S		900	D	\$16.62	11,983,448 ⁽¹⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		100	D	\$16.61	11,983,348 ⁽²⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		400	D	\$16.6	11,982,948 ⁽³⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		500	D	\$16.7	11,982,448 ⁽⁴⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		5,900	D	\$16.56	11,976,548 ⁽⁵⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		1,600	D	\$16.59	11,974,948 ⁽⁶⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		200	D	\$16.51	11,974,748 ⁽⁷⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		300	D	\$16.5	11,974,448 ⁽⁸⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		400	D	\$16.89	11,974,048 ⁽⁹⁾	I	By Paul Marciano Trust
Common Stock	11/01/2004		S		2,200	D	\$16.85	11,971,848 ⁽¹⁰⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		500	D	\$16.65	11,971,348 ⁽¹¹⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		100	D	\$16.72	11,971,248 ⁽¹²⁾	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	11/02/2004		S		100	D	\$16.78	11,971,148 ⁽¹³⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		100	D	\$16.86	11,971,048 ⁽¹⁴⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		3,700	D	\$16.85	11,967,348 ⁽¹⁵⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		2,200	D	\$16.84	11,965,148 ⁽¹⁶⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		1,200	D	\$16.83	11,963,948 ⁽¹⁷⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		100	D	\$16.82	11,963,848 ⁽¹⁸⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		100	D	\$16.8	11,963,748 ⁽¹⁹⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		3,800	D	\$16.9	11,959,948 ⁽²⁰⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		100	D	\$16.91	11,959,848 ⁽²¹⁾	I	By Paul Marciano Trust
Common Stock	11/02/2004		S		500	D	\$16.95	11,959,348 ⁽²²⁾	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:

- Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 933,448 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.
- Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 933,348 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.
- Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 932,948 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.
- Includes shares of Common Stock beneficially owned by Paul Marciano as follows: 932,448 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.

