

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> MARCIANO PAUL <hr/> (Last) (First) (Middle) C/O GUESS?, INC., 1444 SOUTH ALAMEDA STREET <hr/> (Street) LOS ANGELES CA 90021 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> GUESS INC [GES]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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) Vice Chairman and CEO
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 07/02/2012	
	<b>4. If Amendment, Date of Original Filed</b> (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	07/01/2013		G	V	52,264	D	\$ 0	1,362,633 <sup>(1)</sup>	I	by G Financial Holdings II, LLC <sup>(2)</sup>
Common Stock	07/02/2012		G		52,417	A	\$ 0	52,417	I	by Exempt Gift Trust <sup>(3)</sup>
Common Stock	09/27/2013		S		72,500	D	\$ 30.15	1,509,200	I	by NRG Capital Holdings, LLC <sup>(4)</sup>
Common Stock	10/01/2013		S		27,500	D	\$ 30.05	1,481,700	I	by NRG Capital Holdings, LLC <sup>(4)</sup>
Common Stock								107,925	D	
Common Stock								266,419 <sup>(1)</sup>	I	by G4 GRAT <sup>(5)</sup>
Common Stock								6,601,759 <sup>(1)</sup>	I	by Paul Marciano Trust <sup>(6)</sup>
Common Stock								1,164,971	I	by MFH II, LLC <sup>(7)</sup>
Common Stock								170,666	I	by G Financial Holdings,



