

MARCIANO MAURICE
Form 4
December 24, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARCIANO MAURICE

2. Issuer Name and Ticker or Trading Symbol
GUESS INC [GES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GUESS?, INC., 1444 SOUTH ALAMEDA STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

LOS ANGELES, CA 90021

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/22/2009 | | S | 25,000 | D \$ 43.27 | 1,196,970 | I by MFH II, LLC ⁽¹⁾ |
| Common Stock | 12/22/2009 | | S | 32,000 | D \$ 43.25 | 1,164,970 | I by MFH II, LLC ⁽¹⁾ |
| Common Stock | 12/22/2009 | | M | 68,100 | A \$ 8.68 | 147,725 | D |
| Common Stock | 12/22/2009 | | S | 68,100 | D \$ 43.2 | 79,625 | D |
| Common Stock | 12/23/2009 | | M | 31,900 | A \$ 8.68 | 111,525 | D |

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| | | | | | | | | |
|--------------|------------|---|---------|---|---------|------------|---|----------------------------|
| Common Stock | 12/23/2009 | S | 31,900 | D | \$ 43.5 | 79,625 | D | |
| Common Stock | 12/23/2009 | M | 107,550 | A | \$ 18.1 | 187,175 | D | |
| Common Stock | 12/23/2009 | S | 107,550 | D | \$ 43.2 | 79,625 | D | |
| Common Stock | | | | | | 13,544,267 | I | by MM Trust ⁽²⁾ |
| Common Stock | | | | | | 2,999,256 | I | by MNM LLC ⁽³⁾ |
| Common Stock | | | | | | 70 | I | by trust ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 8.68 | 12/22/2009 | | M | 68,100 | ⁽⁵⁾ 06/20/2015 | Common Stock 68,100 |
| Stock Option (right to buy) | \$ 8.68 | 12/23/2009 | | M | 31,900 | ⁽⁵⁾ 06/20/2015 | Common Stock 31,900 |
| Stock Option (right to buy) | \$ 18.1 | 12/23/2009 | | M | 107,550 | ⁽⁷⁾ 03/06/2016 | Common Stock 107,550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARCIANO MAURICE C/O GUESS?, INC. 1444 SOUTH ALAMEDA STREET LOS ANGELES, CA 90021 | X | X | Chairman of the Board | |

Signatures

/s/ Jason T. Miller
(attorney-in-fact) 12/24/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares are held by Marciano Financial Holdings II, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and his children.
- (2) Shares are held by the Maurice Marciano Trust (2005 Restatement), a revocable trust of which the reporting person is the sole trustee and sole beneficiary and has the exclusive pecuniary interest.
- (3) Shares are held by MNM Capital Holdings, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and his children.
- (4) Shares are held by Maurice Marciano Gift Trust FBO Caroline Marciano, of which the reporting person is the sole trustee.
- (5) The options vested in full on 12/31/2008.
- (6) Not applicable.
- (7) The option vests in four equal installments on January 1 of each 2007, 2008, 2009 and 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.