

GUESS INC  
Form 4  
April 03, 2008

**FORM 4**

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

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 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARCIANO PAUL**

(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

**GUESS INC [GES]**

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

**04/01/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

**Vice Chairman & CEO**

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

**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                    | 04/01/2008                           |  | S                              |   | 12,500  | D \$ 42.2   | 2,027,472  | I   | by MFH II, LLC <sup>(1)</sup>         |
| Common Stock                    | 04/01/2008                           |  | S                              |   | 112,500 | D \$ 42.05  | 1,914,972  | I   | by MFH II, LLC                        |
| Common Stock                    | 04/02/2008                           |  | S                              |   | 25,000  | D \$ 42.8   | 9,573,122  | I   | by Paul Marciano Trust <sup>(2)</sup> |
| Common Stock                    | 04/02/2008                           |  | S                              |   | 30,000  | D \$ 42.05  | 9,543,122  | I   | by Paul Marciano Trust                |
|                                 | 04/02/2008                           |  | A                              |   |         | A <sup>(4)</sup>  | 237,400 <sup>(5)</sup>                                   | D   |                                       |

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|              |            |  |   |                |   |          |           |                                  |
|--------------|------------|--|---|----------------|---|----------|-----------|----------------------------------|
| Common Stock |            |  |   | 200,000<br>(3) |   |          |           |                                  |
| Common Stock | 04/02/2008 |  | F | 90,733         | D | \$ 42.05 | 146,667   | D                                |
| Common Stock |            |  |   |                |   |          | 2,431,700 | I                                |
|              |            |  |   |                |   |          |           | by NRG Capital Holdings, LLC (6) |
| Common Stock |            |  |   |                |   |          | 220,000   | I                                |
|              |            |  |   |                |   |          |           | by JS Capital Holdings, LLC (7)  |

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

**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 control number.**

SEC 1474  
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| Code             | V               | (A)   | (D)                        |

## Reporting Owners

| Reporting Owner Name / Address  | Director | 10% Owner | Officer             | Other |
|---|----------|-----------|---------------------|-------|
| MARCIANO PAUL<br>C/O GUESS?, INC.<br>1444 SOUTH ALAMEDA STREET<br>LOS ANGELES, CA 90021 | X        | X         | Vice Chairman & CEO |       |

## Signatures

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

04/03/2008

\_\_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 minor children.  
Shares are held by the Paul Marciano Trust dated 2/20/86, a revocable trust of which the reporting person is the sole trustee and sole beneficiary and has the exclusive pecuniary interest. Reflects changes in form of indirect ownership that are exempt pursuant to Rule 16a-13 under the Securities Exchange Act for 1934 since there was no change in pecuniary interest.
- (2) Received upon achievement of a previously established earnings per share growth target.
- (3) Not applicable.
- (4) Reflects changes in form of ownership that are exempt pursuant to Rule 16a-13 under the Securities Exchange Act for 1934 since there was no change in pecuniary interest.
- (5) Shares are held by NRG Capital Holdings, LLC in accounts specifically allocated to trusts for the benefit of the reporting person and his minor children.
- (6) Shares are held by JS Capital Holdings, LLC which is owned by the reporting person and two annuity trusts for his benefit. The reporting person has investment control over all of these shares.
- (7)

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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