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

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 APPRO	OVAL
OMB Number:	3235-0287
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hours per response	0.5

			2. Issuer Name and Ticker or Trading Symbol GUESS INC ET AL/CA/ [GES]	5. Relationship of Reporting Person(s) to Issuer				
(Last) C/O GUESS? STREET	(First) ?, INC., 1444 S	(Middle) SOUTH ALAMEDA	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2004	(Check all applicable) X Director X 10% Owner X Officer (give Other (specify title below) below) Co-Chairman and Co-CEO				
(Street) LOS ANGELES	CA	90021	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)		F 615011				

1.Title of Security	2. Transaction Date	Non-Derivative Sec 2A. Deemed Execution Date,	3. Transac		4. Secur	rities d (A)	or	5. Amount of Securities	6. Ownership Form: Direct (D)	7. Nature of Indirect
(Instr. 3)	(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr. 8))	Dispose (Instr. 3			Beneficially Owned		Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	10/21/2004		S		6,400	D	\$ 17.25	15,770,514 (1)	ı	By Maurice Marciano Trust
Common Stock	10/21/2004		S		1,200	D	\$ 17.29	15,769,314 ⁽²⁾	ı	By Maurice Marciano Trust
Common Stock	10/21/2004		S		3,100	D	\$ 17.26	15,766,214 ⁽³⁾	ı	By Maurice Marciano Trust
Common Stock	10/21/2004		S		100	D	\$ 17.27	15,766,114 (4)	1	By Maurice Marciano Trust
Common Stock	10/21/2004		S		200	D	\$ 17.28	15,765,914 (5)	1	By Maurice Marciano Trust
Common Stock	10/21/2004		S		100	D	\$ 17.23	15,765,814 ⁽⁶⁾	I	By Maurice Marciano Trust
Common Stock	10/21/2004		S		600	D	\$ 17.21	15,765,214 (7)	ı	By Maurice Marciano Trust
Common Stock	10/21/2004		S		100	D	\$ 17.2	15,765,114 ⁽⁸⁾	ı	By Maurice Marciano Trust

Common Stock	10/21/2004	S	100	D	\$ 17.3	15,765,014 ⁽⁹⁾	I	By Maurice Marciano Trust
Common Stock	10/21/2004	S	100	D	\$ 17.15	15,764,914 (10)	I	By Maurice Marciano Trust
Common Stock	10/21/2004	S	100	D	\$ 17.16	15,764,814 (11)	I	By Maurice Marciano Trust
Common Stock	10/21/2004	S	400	D	\$ 17.17	15,764,414 (12)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	800	D	\$ 17.41	15,763,614 (13)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	200	D	\$ 17.43	15,763,414 (14)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	200	D	\$ 17.42	15,763,214 (15)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	1,600	D	\$ 17.48	15,761,614 (16)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	2,600	D	\$ 17.45	15,759,014 (17)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	700	D	\$ 17.44	15,758,314 (18)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	300	D	\$ 17.49	15,758,014 (19)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	100	D	\$ 17.47	15,757,914 (20)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	1,500	D	\$ 17.4	15,756,414 (21)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	300	D	\$ 17.5	15,756,114 (22)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	400	D	\$ 17.52	15,755,714 (23)	I	By Maurice Marciano Trust
Common Stock	10/22/2004	S	1,900	D	\$ 17.38	15,753,814 (24)	I	By Maurice Marciano Trust

Common Stock	10/22/2004	S	1,000	D	\$ 17.37	15,752,814 (25)	1	By Maurice Marciano Trust
Common Stock	10/22/2004	S	300	D	\$ 17.36	15,752,514 (26)	1	By Maurice Marciano Trust
Common Stock	10/22/2004	S	600	D	\$ 17.39	15,751,914 (27)	I	By Maurice 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. Transac Code (Instr. 8		5. 6. E Number and		6. Date Exercisable and Expiration Date (Month/Day/Year)		ble 7. Title and ate Amount of		of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- 1. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,609,609 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 2. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,608,409 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 3. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,605,309 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 4. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,605,209 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 5. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,605,009 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 6. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,604,909 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 7. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,604,309 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 8. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,604,209 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 9. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,604,109 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

- 10. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,604,009 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 11. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,603,909 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 12. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,603,509 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 13. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,602,709 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 14. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,602,509 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 15. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,602,309 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 16. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,600,709 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 17. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,598,109 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 18. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,597,409 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 19. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,597,109 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 20. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,597,009 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 21. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,595,509 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

22. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,595,209 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

23. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,594,809 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

24. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,592,909 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

25. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,591,909 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

26. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,591,609 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

27. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 4,591,009 shares held by the Maurice Marciano Trust (2000 Restatement) (the "MMT") of which Maurice Marciano is sole trustee; 10,000 shares held by his wife; 35 shares held by the Maurice Marciano Gift Trust FBO Caroline Marciano of which Maurice Marciano is sole trustee; 11,050,000 shares held by the Marciano Financial Holdings II, LLC ("MFH") of which the MMT is a member; and 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

Maurice Marciano

** Signature of Reporting

Person

Date

10/25/2004

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.

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 Number.