

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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) <u>C/O GUESS?, INC.</u> <u>1444 SOUTH ALAMEDA STREET</u> (Street) <u>LOS ANGELES CA 90021</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GUESS INC [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>Vice Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2014</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	04/02/2014		A		100,000 ⁽¹⁾	A	\$0	167,725	D	
Common Stock	04/02/2014		A		120,800 ⁽¹⁾	A	\$0	288,525	D	
Common Stock								6,874,390	I	by Paul Marciano Trust ⁽²⁾
Common Stock								1,164,971	I	by MFH II, LLC ⁽³⁾
Common Stock								170,666	I	by G Financial Holdings, LLC ⁽⁴⁾
Common Stock								1,362,633	I	by G Financial Holdings II, LLC ⁽⁵⁾
Common Stock								33,988	I	by G4 GRAT ⁽⁶⁾
Common Stock								105,977	I	by Exempt Gift Trust ⁽⁷⁾
Common Stock								77,184	I	by Nonexempt Gift Trust ⁽⁸⁾
Common Stock								1,481,700	I	by NRG Capital Holdings, LLC ⁽⁹⁾

**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	Title	Amount or Number of Shares				

Explanation of Responses:

1. Acquired pursuant to Issuer's employee equity plan upon achievement of previously established performance criteria.
2. 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.
3. 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.
4. Shares are held by G Financial Holdings, LLC which is indirectly owned by the reporting person.
5. Shares are held by G Financial Holdings II, LLC which is indirectly owned by the reporting person.
6. Shares are held by the G4 GRAT, a grantor retained annuity trust of which the reporting person is the sole trustee and has exclusive pecuniary interest.
7. Shares are held by the Exempt Gift Trust under the Next Step Trust, of which the reporting person is sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of the reporting person's pecuniary interest therein.
8. Shares are held by the Nonexempt Gift Trust under the Next Step Trust, of which the reporting person is sole trustee. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
9. 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.

Remarks:

/s/ Jason T. Miller (attorney-in-fact) 04/04/2014

** Signature of Reporting Person Date

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.