

GUESS INC
Form 4
August 09, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHACHTMAN NANCY

(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)
08/07/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

President of Wholesale

6. Individual or Joint/Group Filing(Check Applicable Line)

__X__ 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 or Price		
Common Stock	08/07/2006		M		12,500 A \$ 7.31	12,500	D
Common Stock	08/07/2006		S		300 D \$ 47.98	12,200	D
Common Stock	08/07/2006		S		100 D \$ 47.97	12,100	D
Common Stock	08/07/2006		S		1,600 D \$ 47.96	10,500	D
Common Stock	08/07/2006		S		300 D \$ 47.94	10,200	D

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Common Stock	08/07/2006	S	2,200	D	\$ 47.85	8,000	D
Common Stock	08/07/2006	S	500	D	\$ 47.84	7,500	D
Common Stock	08/07/2006	S	1,800	D	\$ 47.76	5,700	D
Common Stock	08/07/2006	S	1,000	D	\$ 47.75	4,700	D
Common Stock	08/07/2006	S	700	D	\$ 47.74	4,000	D
Common Stock	08/07/2006	S	1,000	D	\$ 47.66	3,000	D
Common Stock	08/07/2006	S	400	D	\$ 47.44	2,600	D
Common Stock	08/07/2006	S	600	D	\$ 47.41	2,000	D
Common Stock	08/07/2006	S	200	D	\$ 47.35	1,800	D
Common Stock	08/07/2006	S	1,000	D	\$ 47.31	800	D
Common Stock	08/07/2006	S	300	D	\$ 47.3	500	D
Common Stock	08/07/2006	S	100	D	\$ 47.28	400	D
Common Stock	08/07/2006	S	400	D	\$ 47.26	0	D

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

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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. Title
				Code V	(A) (D)			

						Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option (right to buy)	\$ 7.31	08/07/2006		M	12,500	<u>(1)</u>	07/29/2013	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHACHTMAN NANCY C/O GUESS?, INC. 1444 SOUTH ALAMEDA STREET LOS ANGELES, CA 90021			President of Wholesale	

Signatures

s/ Nancy
Shachtman 08/09/2006

 **Signature of Date
 Reporting Person

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) One-fourth of the options became exercisable on July 29 of each of 2004, 2005 and 2006. The remaining one-fourth will become exercisable on July 29, 2007.
- (2) Not applicable.

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