GUESS INC Form 4 March 08, 2006

FORM 4

Form 4 or

Form 5

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

Check this box if no longer subject to **SECURITIES** Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

ALAMEDA STREET

1.Title of

LOS ANGELES, CA 90021

1. Name and Address of Reporting Person * **ALBERINI CARLOS**

C/O GUESS?, INC., 1444 SOUTH

2. Issuer Name and Ticker or Trading Symbol

GUESS INC [GES]

(First) (Middle) (Last) 3. Date of Earliest Transaction

> (Month/Day/Year) 03/06/2006

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

10% Owner

Beneficial

Ownership

(Instr. 4)

0.5

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Officer (give title Other (specify below) below)

President and COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

_X__ Director

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 03/06/2006 A 5,900 $9,629 \frac{(1)}{2}$ D Stock 0.01

3.

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: GUESS INC - Form 4

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. Transactic Code (Instr. 8)	5. Number out 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 36.2	03/06/2006		A	6,100	(2)	03/06/2016	Common Stock	6,100	

De Sec (In

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
ALBERINI CARLOS						
C/O GUESS?, INC.	X		President			
1444 SOUTH ALAMEDA STREET		and COO				
LOS ANGELES, CA 90021						

Signatures

Carlos Alberini
03/08/2006

**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) Includes 280 shares acquired on 2/24/06 under a tax conditioned plan and not required to be reported pursuant to Rule 16b-3(c).
- (2) The options vest in four equal installments on each January 1 of 2007, 2008, 2009 and 2010.
- (3) Not applicable.

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.

Reporting Owners 2