

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>SECOR DENNIS R</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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>GUESS INC [ GES ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; CFO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/29/2010</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	03/31/2010		M		1,050	A	\$41.12	23,008 <sup>(1)</sup>	D	
Common Stock	03/31/2010		M		3,000	A	\$41.71	26,008	D	
Common Stock	03/31/2010		M		5,000	A	\$22.03	31,008	D	
Common Stock	03/31/2010		M		3,308	A	\$21.62	34,316	D	
Common Stock	03/31/2010		S		12,358	D	\$47.07 <sup>(2)</sup>	21,958	D	

**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				
Employee Stock Option (right to buy)	\$21.62	03/29/2010		A		40,000 <sup>(3)</sup>		(3)	10/30/2018	Common Stock	40,000	\$0	40,000	D	
Employee Stock Option (right to buy)	\$41.12	03/31/2010		M			1,050	(4)	03/19/2017	Common Stock	1,050	\$0	350	D	
Employee Stock Option (right to buy)	\$41.71	03/31/2010		M			3,000	(5)	04/03/2018	Common Stock	3,000	\$0	3,000	D	
Employee Stock Option (right to buy)	\$21.62	03/31/2010		M			3,308	(6)	10/30/2018	Common Stock	3,308	\$0	36,692	D	
Employee Stock Option (right to buy)	\$22.03	03/31/2010		M			5,000	(7)	04/14/2019	Common Stock	5,000	\$0	15,000	D	

**Explanation of Responses:**

- Includes 136 shares acquired March 26, 2010 under a tax-conditioned plan and not required to be reported pursuant to Rule 16b-3(c).
- The reported price represents the weighted average price for shares sold in multiple transactions ranging from \$47.00 to \$47.30. The details of the amounts and prices will be provided to the Issuer, any shareholders of the Issuer or the SEC on request.
- On October 30, 2008, the reporting person was granted an option to purchase 40,000 shares of common stock. The option was scheduled to vest in four equal installments subject to the satisfaction of certain performance criteria for the fiscal year ended January 30, 2010. Since the performance criteria was met, the first 25% of the award vested March 29, 2010, with the remaining three installments scheduled to vest on October 30 of 2010, 2011 and 2012.
- This option vests in four equal installments on January 31 of 2008, 2009, 2010 and 2011.
- This option vests in four equal installments on December 31 of 2008, 2009, 2010 and 2011.
- 25% of option vested March 29, 2010. Remaining three installments scheduled to vest on October 30 of 2010, 2011 and 2012.
- This option vests in four equal installments on December 31 of 2009, 2010, 2011 and 2012.

**Remarks:**

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

03/31/2010

\*\* 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.**