

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13D-1(b), (c) AND (d) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(b)
(AMENDMENT NO. 3)

GUESS ?, INC.

(NAME OF ISSUER)

COMMON STOCK

(TITLE OF CLASS OF SECURITIES)

401617 10 5

(CUSIP Number)

CUSIP NO. 401617 10 5

SCHEDULE 13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Maurice Marciano

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
Group membership is acknowledged for purposes of (b)
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5	SOLE VOTING POWER
	15,410,078
6	SHARED VOTING POWER
	928,684
7	SOLE DISPOSITIVE POWER
	15,410,078
8	SHARED DISPOSITIVE POWER
	928,684

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,338,762

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* |X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
37.9%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5

SCHEDULE 13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Paul Marciano

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_|
Group membership is acknowledged for purposes of (b) |X|
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 12,164,169
	6	SHARED VOTING POWER 813,351
	7	SOLE DISPOSITIVE POWER 12,164,169
	8	SHARED DISPOSITIVE POWER 813,351

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,977,520

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* |X|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
30.1%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5

SCHEDULE 13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Armand Marciano

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_|
Group membership is acknowledged for purposes of (b) |X|
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

1.9%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5 SCHEDULE 13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Joseph H. Sugarman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
Group membership is acknowledged for purposes of (b)
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 586,129
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 586,129

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
586,129

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.4%

12 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 401617 10 5 SCHEDULE 13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Marc E. Petas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
Group membership is acknowledged for purposes of (b)
making a group filing pursuant to Rule 13d-1(k)(1) only

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 343,555
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 343,555
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 343,555	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input checked="" type="checkbox"/> X	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.8%	
12	TYPE OF REPORTING PERSON* IN	

SCHEDULE 13G

This Amendment No. 3 (the "Amendment No. 3") amends and supplements the Statement on Schedule 13G, dated February 14, 1997, as amended by Amendment No. 1, dated February 17, 1998, and Amendment No. 2, dated February 12, 1999 (the "Schedule 13G"), relating to shares of the common stock, \$.01 par value per share (the "Shares"), of Guess ?, Inc., a Delaware corporation (the "Issuer"). Pursuant to Rule 13d-2 of Regulation 13D-G promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby file this Amendment No. 3 on behalf of Maurice Marciano, Paul Marciano, Armand Marciano, Gary W. Hampar, Joseph H. Sugerma and Marc E. Petas.

Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Schedule 13G.

ITEM 4. OWNERSHIP.

Item 4 is hereby amended and supplemented as follows:

(a) Maurice Marciano beneficially owns 16,338,762 shares of Common Stock as follows: 15,290,078 shares held indirectly as sole trustee of the Maurice Marciano Trust; 30,000 shares held indirectly as sole advisor of the Maurice Marciano 1990 Children's Trust; 586,129 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust; 342,555 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust; and 90,000 shares held indirectly as president of the Maurice Marciano Family Foundation.

Paul Marciano beneficially owns 12,977,520 shares of Common Stock as follows: 12,164,169 shares held indirectly as sole trustee of the Paul Marciano Trust; and 813,351 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust.

Armand Marciano beneficially owns 6,230,537 shares of Common Stock as follows: 6,225,537 shares held indirectly as sole trustee of the Armand Marciano Trust; 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Anastasia; 1,000 shares held indirectly as

sole trustee of the Armand Marciano Gift Trust-Francisca; 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Harrison; 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Dominique; and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Julien.

Gary W. Hampar beneficially owns 813,351 shares of Common Stock held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust.

Joseph H. Sugeran beneficially owns 586,129 shares of Common Stock as follows: 586,129 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust.

Marc E. Petas beneficially owns 343,555 shares of Common Stock as follows: 342,555 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust; and 1,000 shares held indirectly as co-trustee of the Petas Family Trust.

- (b) The 16,338,762 shares beneficially owned by Maurice Marciano represent 37.9% of the outstanding shares of the Common Stock. The 12,977,520 shares beneficially owned by Paul Marciano represent 30.1% of the outstanding shares of the Common Stock. The 6,230,537 shares beneficially owned by Armand Marciano represent 14.5% of the outstanding shares of the Common Stock. The 813,351 shares beneficially owned by Gary W. Hampar represent 1.9% of the outstanding shares of the Common Stock. The 586,129 shares beneficially owned by Joseph H. Sugeran represent 1.4% of the outstanding shares of the Common Stock. The 343,555 shares beneficially owned by Marc E. Petas represent 0.8% of the outstanding shares of the Common Stock.

Percentage ownership of the Common Stock is based on the number of outstanding shares of Common Stock as reported in the Issuer's Form 10-Q for the quarter ended September 25, 1999.

- (c) Maurice Marciano has (i) sole voting power with respect to 30,000 shares held indirectly as sole advisor of the Maurice Marciano 1990 Children's Trust, 15,290,078 shares held indirectly as sole trustee of the Maurice Marciano Trust and 90,000 shares held indirectly as president of the Maurice Marciano Family Foundation, except for the restrictions on voting described in Item 8 of Schedule 13G; (ii) shared voting power with respect to 586,129 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust and 342,555 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust; (iii) sole dispositive power with respect to 30,000 shares held indirectly as sole advisor of the Maurice Marciano 1990 Children's Trust, 15,290,078 shares held indirectly as sole trustee of the Maurice Marciano Trust and 90,000 shares held indirectly as president of the Maurice Marciano Family Foundation, except for the rights of first refusal described in Item 8 of Schedule 13G; and (iv) shared dispositive power with respect to 586,129 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust and 342,555 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust.

Paul Marciano has (i) sole voting power with respect to 12,164,169 shares held indirectly as sole trustee of the Paul Marciano Trust, except for the restrictions on voting described in Item 8 of Schedule 13G; (ii) shares voting power with respect to 813,351 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust; (iii) sole dispositive power with respect to 12,164,169 shares held indirectly as sole trustee of the Paul Marciano Trust, except for the rights of first refusal described in Item 8 of Schedule 13G; and (iv) shared dispositive power with respect to 813,351 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust.

Armand Marciano has (i) sole voting power with respect to 6,225,537

shares held indirectly as sole trustee of the Armand Marciano Trust, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Julien, except for the restrictions on voting described in Item 8 of Schedule 13G; (ii) no shared voting power with respect to any shares; (iii) sole dispositive power with respect to 6,225,537 shares held indirectly as sole trustee of the Armand Marciano Trust, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Anastasia, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Francisca, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Harrison, 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Dominique, and 1,000 shares held indirectly as sole trustee of the Armand Marciano Gift Trust-Julien, except for the rights of first refusal described in Item 8 of Schedule 13G; and (iv) no shared dispositive power with respect to any shares.

Gary W. Hampar has (i) no sole voting power with respect to any shares; (ii) shared voting power with respect to 813,351 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust; (iii) no sole dispositive power with respect to any shares; and (iv) shared dispositive power with respect to 813,351 shares held indirectly as co-trustee of the Maurice Marciano 1996 Grantor Retained Annuity Trust.

Joseph H. Sugerman has (i) no sole voting power with respect to any shares; (ii) shared voting power with respect to 586,129 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust; (iii) no sole dispositive power with respect to any shares; and (iv) shared dispositive power with respect to 586,129 shares held indirectly as co-trustee of the Paul Marciano 1996 Grantor Retained Annuity Trust.

Marc E. Petas has (i) no sole voting power with respect to any shares; (ii) shared voting power with respect to 342,555 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust and 1,000 shares held indirectly as co-trustee of the Petas Family Trust; (iii) no sole dispositive power with respect to any shares; and (iv) shared dispositive power with respect to 342,555 shares held indirectly as co-trustee of the Armand Marciano 1996 Grantor Retained Annuity Trust and 1,000 shares held indirectly as co-trustee of the Petas Family Trust.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 10, 2000

Maurice Marciano

By: /s/ Maurice Marciano

Maurice Marciano

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 10, 2000

Paul Marciano

By: /s/ Paul Marciano

Paul Marciano

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 8, 2000

Armand Marciano

By: /s/ Armand Marciano

Armand Marciano

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 8, 2000

Gary W. Hamper

By: /s/ Gary W. Hamper

Gary W. Hamper

SIGNATURE

After reasonable inquiry and to the best of their knowledge and

belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 8, 2000

Joseph H. Sugerman

By: /s/ Joseph H. Sugerman

Joseph H. Sugerman

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 8, 2000

Marc E. Petas

By: /s/ Marc E. Petas

Marc E. Petas

EXHIBIT INDEX

Exhibit Number -----	Title -----	Page -----
1	Joint Filing Agreement among the Reporting Persons pursuant to Rule 13d-1(k)(1).	19

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G, dated February 14, 1997 (the "Schedule 13G"), with respect to the common stock, par value \$.01 per shares, of Guess ?, Inc., is, and any amendments thereto executed by each of us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities and Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement

as of the 14th day of February, 1997.

/s/ Maurice Marciano

Maurice Marciano

/s/ Paul Marciano

Paul Marciano

/s/ Armand Marciano

Armand Marciano

/s/ Gary W. Hampar

Gary W. Hampar

/s/ Joseph H. Sugerman

Joseph H. Sugerman

/s/ Marc E. Petas

Marc E. Petas