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MARCIANO MAURICE
Form SC 13D/A
July 08, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 2)

Under the Securities Exchange Act of 1934

Guess?, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

401617 10 5

(CUSIP Number)

Maurice Marciano
Guess?, Inc.
1444 South Alameda Street
(213) 765-3100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 21, 2004

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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Schedule 13D

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1 NAME OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Maurice Marciano

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) or 2 (e)

Item 2 (d) [__]
Item 2 (e) [__]

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Republic of France

7 SOLE VOTING POWER

NUMBER OF 16,145,894

SHARES

8 SHARED VOTING POWER

BENEFICIALLY 10,000

OWNED BY

9 SOLE DISPOSITIVE POWER

EACH 16,145,894

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON 10,000

WITH

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,155,894

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
36.8%

14 TYPE OF REPORTING PERSON
IN

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Schedule 13D

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This Amendment No. 2 to Schedule 13D (this "Amendment No. 2") amends or amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock of the Issuer filed by Mr. Marciano with the Securities and Exchange Commission on June 10, 2003 (the "Initial Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D filed by Mr. Marciano with the Securities and Exchange Commission on June 21, 2004 ("Amendment No. 1"). Capitalized terms used in this Amendment No. 2 but not otherwise defined herein have the meanings given to them in the Initial Schedule 13D or Amendment No. 1.

This Amendment No. 2 is being made to supplement Amendment No. 1 to file the sales plan described therein as Exhibit 5 hereto. Except as otherwise set forth herein, this Amendment No. 2 does not modify any of the information previously reported by Mr. Marciano in the Initial Schedule 13D or Amendment No. 1.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Exhibit 1 Termination of Amended and Restated Shareholders' Agreement dated as of May 12, 2003 (incorporated by reference to Exhibit 1 of the statement on Schedule 13D filed on June 10, 2003 by Guess?, Inc. (File No. 005-50255))
- Exhibit 2 Registration Rights Agreement dated as of August 1, 1996 (incorporated by reference to Exhibit 10.14 of the Quarterly Report on Form 10-Q filed on October 23, 1996 by Guess?, Inc. (File No. 001-11893))
- Exhibit 3 Letter agreement dated February 10, 2003 between the Issuer and the Armand Marciano Trust (incorporated by reference to Exhibit 4 of the statement on Schedule 13D filed on March 24, 2003 by Guess?, Inc. (File No. 005-50255))

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- Exhibit 4 Letter agreement dated February 10, 2003 among the Maurice Marciano Trust, the Paul Marciano Trust, the Paul Marciano 1996 Grantor Retained Annuity Trust, the Armand Marciano 1996 Grantor Retained Annuity Trust and the Armand Marciano Trust (incorporated by reference to Exhibit 5 of the statement on Schedule 13D filed on March 24, 2003 by Guess?, Inc. (File No. 005-50255))
- Exhibit 5 Sales Plan dated as of June 9, 2004 between Maurice Marciano and Goldman, Sachs & Co.

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SIGNATURE

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

Date: July 7, 2004

MAURICE MARCIANO

/s/ Maurice Marciano

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

EXHIBIT INDEX

Exhibit No.	Description
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(File No. 005-50255))

- 4 Letter agreement dated February 10, 2003 among the
Maurice Marciano Trust, the Paul Marciano Trust, the
Paul Marciano 1996 Grantor Retained Annuity Trust,
the Armand Marciano 1996 Grantor Retained Annuity Trust
and the Armand Marciano Trust (incorporated by reference
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March 24, 2003 by Guess?, Inc. (File No. 005-50255))
- 5 Sales Plan dated as of June 9, 2004 between Maurice
Marciano and Goldman, Sachs & Co.