

Kershaw Nigel  
 Form 3  
 December 17, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>    Kershaw Nigel</p> <p>        (Last)          (First)          (Middle)</p> <p>C/O GUESS?, INC., 1444          SOUTH ALAMEDA STREET</p> <p>        (Street)</p> <p>LOS ANGELES, CA 90021</p> <p>        (City)          (State)          (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/07/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GUESS INC [GES]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director      ____ 10% Owner          ___X___ Officer    ____ Other          (give title below) (specify below)</p> <p>Interim CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___X___ Form filed by One Reporting Person          ____ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,911	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (right to buy)	01/31/2011	03/19/2017	Common Stock 425 \$ 41.12	D
Employee Stock Option (right to buy)	12/31/2011	04/03/2018	Common Stock 1,200 \$ 41.71	D
Employee Stock Option (right to buy)	Â (1)	04/14/2019	Common Stock 7,500 \$ 22.03	D
Employee Stock Option (right to buy)	Â (2)	04/29/2020	Common Stock 2,500 \$ 47.94	D
Employee Stock Option (right to buy)	Â (3)	06/24/2020	Common Stock 8,000 \$ 32.78	D
Employee Stock Option (right to buy)	Â (4)	04/15/2021	Common Stock 4,000 \$ 38.9	D
Employee Stock Option (right to buy)	Â (5)	01/06/2022	Common Stock 15,000 \$ 29.9	D
Employee Stock Option (right to buy)	Â (6)	03/28/2022	Common Stock 6,000 \$ 31.36	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kershaw Nigel C/O GUESS?, INC. 1444 SOUTH ALAMEDA STREET LOS ANGELES, CA 90021	Â	Â	Â Interim CFO	Â

## Signatures

Nigel Kershaw 12/17/2012  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Options to purchase 5,000 of such shares are fully vested. Option to purchase the remaining 2,500 shares vest on 12/31/2012.
- (2) The option vests in four equal installments on each December 31 of 2010, 2011, 2012 and 2013.
- (3) The option vests in four equal installments on each June 24 of 2011, 2012, 2013 and 2014.
- (4) The option vests in four equal installments on each December 31 of 2011, 2012, 2013 and 2014.
- (5) The option vests in four equal installments on each January 6 of 2013, 2014, 2015 and 2016.
- (6) The option vests in four equal installments on each January 5 of 2013, 2014, 2015 and 2016.

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**Remarks:**

PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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