

RIZVI SUHAIL

Form 4

February 18, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIZVI SUHAIL

(Last) (First) (Middle)

C/O JOE'S JEANS INC., 2340 S
EASTERN AVE

(Street)

COMMERCE, CA 90040

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
JOE'S JEANS INC. [JOEZ]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	02/17/2010		M		7,692	A	\$ 1.3	71,979 <u>(1)</u>	D
Common Stock	02/17/2010		M		45,000	A	\$ 1.58	116,979 <u>(1)</u>	D
Common Stock	02/17/2010		M		75,000	A	\$ 1.02	191,979 <u>(1)</u>	D
Common Stock	02/17/2010		F		73,069	D	\$ 2.02	118,910 <u>(1)</u>	D
Common Stock	02/17/2010		S		7,692	D	\$ 2.05	111,218 <u>(1)</u>	D

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Common Stock	02/18/2010	S	10,000	D	\$ 2.04	101,218 ⁽¹⁾	D
Common Stock	02/18/2010	S	10,000	D	\$ 2.05	91,218 ⁽¹⁾	D
Common Stock	02/18/2010	S	10,000	D	\$ 2.06	81,218 ⁽¹⁾	D
Common Stock	02/18/2010	S	10,000	D	\$ 2.07	71,218 ⁽¹⁾	D
Common Stock	02/18/2010	S	6,931	D	\$ 2.08	64,287 ⁽¹⁾	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 1.3	02/17/2010		M	7,692	06/22/2003 05/22/2013	Common Stock 7,692
Nonqualified Stock Option (right to buy)	\$ 1.58	02/17/2010		M	45,000	07/03/2004 06/03/2014	Common Stock 45,000
Nonqualified Stock Option (right to buy)	\$ 1.02	02/17/2010		M	75,000	05/12/2006 05/12/2016	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

RIZVI SUHAIL
C/O JOE'S JEANS INC.
2340 S EASTERN AVE
COMMERCE, CA 90040

X

Signatures

/Suhail Rizvi/

02/18/2010

 Signature of
Reporting Person

Date

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 shares of restricted stock units previously reported on Table I that are subject to vesting requirements.

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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