

Dahan Joseph M.
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 *
Dahan Joseph M.

(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)

02/16/2010

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)

Creative Director

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)
Common Stock	02/16/2010		S	57,849	D	\$ 13,913,469 2.05 (1)	D
Common Stock	02/16/2010		S	14,100	D	\$ 13,899,369 2.06 (1)	D
Common Stock	02/16/2010		S	5,800	D	\$ 13,893,569 2.07 (1)	D
Common Stock	02/16/2010		S	52,300	D	\$ 13,841,269 2.08 (1)	D
Common Stock	02/16/2010		S	66,500	D	\$ 13,774,769 2.09 (1)	D

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Common Stock	02/16/2010	S	76,975	D	\$ 2.1	13,697,794 (1)	D	
Common Stock	02/16/2010	S	20,400	D	\$ 2.11	13,677,394 (1)	D	
Common Stock	02/16/2010	S	21,950	D	\$ 2.12	13,655,444 (1)	D	
Common Stock	02/16/2010	S	1,300	D	\$ 2.13	13,654,144 (1)	D	
Common Stock	02/16/2010	S	4,650	D	\$ 2.14	13,649,494 (1)	D	
Common Stock	02/16/2010	S	143,800	D	\$ 2.15	13,505,694 (1)	D	
Common Stock	02/16/2010	S	23,025	D	\$ 2.16	13,482,669 (1)	D	
Common Stock	02/16/2010	S	4,900	D	\$ 2.17	13,477,769 (1)	D	
Common Stock	02/17/2010	S	62,800	D	\$ 2.03	13,414,969 (1)	D	
Common Stock	02/17/2010	S	88,963	D	\$ 2.05	13,326,006 (1)	D	
Common Stock	02/17/2010	S	56,575	D	\$ 2.06	13,269,431 (1)	D	
Common Stock	02/17/2010	S	30,004	D	\$ 2.07	13,239,427 (1)	D	
Common Stock	02/17/2010	S	48,531	D	\$ 2.08	13,190,896 (1)	D	
Common Stock	02/17/2010	S	11,551	D	\$ 2.09	13,179,345 (1)	D	
Common Stock	02/18/2010	S	60,127	D	\$ 2.05	13,119,218 (1)	D	
Common Stock	02/18/2010	S	44,300	D	\$ 2.06	13,074,918 (1)	D	
Common Stock	02/18/2010	S	3,600	D	\$ 2.07	13,071,318 (1)	D	
Common Stock	02/16/2010	M	200,000	A	\$ 1.02	13,271,318 (1)	D	
Common Stock	02/16/2010	F	135,135	D	\$ 2.05	13,136,183 (1)	D	
Common Stock						50,030	I	By Spouse (2)

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

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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 Securities (Instr. 3 and 4)	Amount Number Shares
Employee Stock Option (right to buy)	\$ 1.02	02/16/2010		M	200,000	06/13/2005 06/13/2015	Common Stock	200,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dahan Joseph M. C/O JOE'S JEANS INC. 2340 S EASTERN AVE COMMERCE, CA 90040	X	X	Creative Director	

Signatures

/Joe Dahan/ 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.

These are restricted stock units that are subject to vesting requirements and are held for the account of the reporting person's spouse. The reporting person disclaims beneficial ownership of common stock held by his spouse. The filing of this statement shall not be deemed to be an admission that the reporting person is the beneficial owner of any securities not held directly for his account for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

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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