

RIZVI SUHAIL  
Form 4  
February 18, 2010

**FORM 4**

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

OMB APPROVAL

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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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/17/2010		M		7,692 A \$ 1.3	71,979 (1)	D
Common Stock	02/17/2010		M		45,000 A \$ 1.58	116,979 (1)	D
Common Stock	02/17/2010		M		75,000 A \$ 1.02	191,979 (1)	D
Common Stock	02/17/2010		F		73,069 D \$ 2.02	118,910 (1)	D
Common Stock	02/17/2010		S		7,692 D \$ 2.05	111,218 (1)	D

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Common Stock	02/18/2010	S	10,000	D	\$ 2.04	101,218 <sup>(1)</sup>	D
Common Stock	02/18/2010	S	10,000	D	\$ 2.05	91,218 <sup>(1)</sup>	D
Common Stock	02/18/2010	S	10,000	D	\$ 2.06	81,218 <sup>(1)</sup>	D
Common Stock	02/18/2010	S	10,000	D	\$ 2.07	71,218 <sup>(1)</sup>	D
Common Stock	02/18/2010	S	6,931	D	\$ 2.08	64,287 <sup>(1)</sup>	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)	8. 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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