

Sandhu Hamish
 Form 4
 December 19, 2012

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 *
 Sandhu Hamish

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O JOE'S JEANS INC., 2340 S. EASTERN AVE.

3. Date of Earliest Transaction (Month/Day/Year)
 12/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

(Street)
 COMMERCE, CA 90040

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount | | |
| Common Stock | 12/17/2012 | | | A | 179,000 | A | |
| | | | | | \$ 0 (1) | | |
| | | | | | 515,333 (2) | D | |
| Common Stock | 12/18/2012 | | | F | 22,517 | D | |
| | | | | | \$ 1.05 | | |
| | | | | | 492,816 (3) | D | |

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sandhu Hamish C/O JOE'S JEANS INC. 2340 S. EASTERN AVE. COMMERCE, CA 90040 | | | Chief Financial Officer | |

Signatures

/Hamish
Sandhu/ 12/19/2012

**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).
- These shares of common stock represented in Table I are in the form of Restricted Stock Units ("RSUs") that represent a contingent right to receive one share of the Company's common stock. The RSUs were granted pursuant to the Company's Amended and Restated 2004
- (1) Stock Incentive Plan and are subject to the terms and conditions of the Plan and the applicable award agreement entered into between the Company and the holder. These shares are subject to the following vesting requirements: 1/8 of the grant will vest on June 18, 2013 and thereafter every six months over the remaining 4 year period until all such RSUs are vested on 12/18/16.
 - (2) Includes shares of RSUs previously reported on Table I that are subject to vesting requirements.
 - (3) Includes shares of RSUs subject to vesting requirements granted pursuant to the Company's stock incentive plans and previously reported as acquired on Table I on a Form 4. In accordance with the terms of RSU agreement, 1/8 of those shares vested and the Company withheld an equivalent amount of RSUs at fair market value to pay the minimum tax withholding requirements for the reporting person.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.