

RIZVI SUHAIL
Form 4
August 14, 2009

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, 5901 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)
08/12/2009

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/12/2009 | | S | | 2,000 | D | \$ 0.7051 187,091 |
| Common Stock | 08/12/2009 | | S | | 100 | D | \$ 0.7001 186,991 |
| Common Stock | 08/12/2009 | | S | | 8,800 | D | \$ 0.7 178,191 |
| Common Stock | 08/13/2009 | | S | | 7,200 | D | \$ 0.7 170,991 |
| Common Stock | 08/14/2009 | | S | | 300 | D | \$ 0.7001 170,691 |

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| | | | | | | | | |
|--------------|------------|---|---------|---|----------|---------|---|------------------------|
| Common Stock | 08/14/2009 | S | 9,300 | D | \$ 0.73 | 161,391 | D | |
| Common Stock | 08/14/2009 | S | 2,300 | D | \$ 0.72 | 159,091 | D | |
| Common Stock | 08/14/2009 | S | 2,900 | D | \$ 0.711 | 156,191 | D | |
| Common Stock | 08/14/2009 | S | 2,020 | D | \$ 0.71 | 154,171 | D | |
| Common Stock | 08/14/2009 | S | 115,199 | D | \$ 0.7 | 38,972 | D | |
| Common Stock | 08/14/2009 | S | 11,700 | D | \$ 0.702 | 27,272 | D | |
| Common Stock | | | | | | 10,000 | I | Through LLC <u>(1)</u> |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RIZVI SUHAIL C/O JOE'S JEANS 5901 S EASTERN AVE. | X | | | |

COMMERCE, CA 90040

Signatures

/Suhail Rizvi/

08/14/2009

__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) These shares are held for the account of R-2 Group Holdings, LLC, a limited liability company which Mr. Rizvi serves as the managing member. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein. 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 own 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. 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.