

Dahan Joseph M.  
Form 4  
May 02, 2011

**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 \*  
Dahan Joseph M.

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)  
04/28/2011

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

Creative Director

(Street)

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

COMMERCE, CA 90040

(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 Ownership (Instr. 4)
Common Stock	04/28/2011		A	40,000 A	\$ 0 (1) 87,830 (2)	I	By Spouse (2)
Common Stock					12,082,826 (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)
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## 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

/Joseph M.  
Dahan/

05/02/2011

\*\*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 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 2004 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 vest as follows: 1/8 of the grant will vest on June 18, 2011 and thereafter every 6 months over the remaining 4 year period until such RSUs are fully vested on 12/18/14.
- (2) Includes shares of restricted stock units previously reported on Table I that are subject to vesting requirements. These shares are held for the account of the reporting person's spouse and the reporting person may be deemed to be the indirect beneficial owner of these shares. The reporting person disclaims beneficial ownership of common stock held in the account 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 account for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.
- (3) Also includes other shares of restricted stock units subject to vesting requirements granted pursuant to the 2004 Stock Incentive Plan and previously reported as acquired on Table I on a Form 4.

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.