

JOE'S JEANS INC.  
Form 4/A  
October 17, 2008

**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 \*  
**CROSSMAN MARC**

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)  
**5901 S EASTERN AVE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/15/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

**COMMERCE, CA 90040**  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**10/17/2008**

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 (D) Price			
Common Stock	10/15/2008		F	27,870 D \$ 0.85	376,479 <sup>(1)</sup>	D	
Common Stock					50,000	I	In Trust for Minor Child <sup>(2)</sup>

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

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SEC 1474 (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 Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROSSMAN MARC 5901 S EASTERN AVE COMMERCE, CA 90040	X		President & CEO	

## Signatures

/Marc  
Crossman/ 10/17/2008

\*\*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) This Form 4 is filed solely to correct the previously filed Form 4 on October 17, 2008 indicating that the aforementioned securities were acquired rather than disposed of by the Reporting Person. As stated in the previously filed Form 4, on October 15, 2008, the Reporting Person received a grant of 235,849 shares of restricted common stock pursuant to the 2004 Stock Incentive Plan and previously reported as acquired on Table I on a Form 4 dated October 15, 2007. On October 15, 2008, in accordance with the terms of the restricted stock agreement, 1/3 of those shares vested and the Company withheld 27,870 shares of restricted common stock at fair market value to pay the minimum tax withholding requirements for the Reporting Person.

(2) These shares are held in trust for the Reporting Person's minor children of which the Reporting Person's father is the trustee. The Reporting Person disclaims beneficial ownership of the common stock held in such trusts. 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.

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