

GUEZ PAUL

Form 4

August 23, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GUEZ PAUL

(Last) (First) (Middle)

C/O AZTECA PRODUCTION  
INTERNATIONAL, 5804 EAST  
SLAUSON AVENUE

(Street)

CITY OF COMMERCE, CA 90040

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
INNOVO GROUP INC [INNO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/24/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 06/24/2005                           |                                                    | S                              |                                                                   | 9,500  | D          | \$ 3.68                                                                                       | 419,621                                                  | I <u>(1)</u> See Footnote <u>(1)</u>                  |
| Common Stock                    | 06/24/2005                           |                                                    | S                              |                                                                   | 67,900 | D          | \$ 3.67                                                                                       | 351,721                                                  | I <u>(1)</u> See Footnote <u>(1)</u>                  |
| Common Stock                    | 06/24/2005                           |                                                    | S                              |                                                                   | 13,004 | D          | \$ 3.66                                                                                       | 338,717                                                  | I <u>(1)</u> See Footnote <u>(1)</u>                  |
| Common                          | 06/24/2005                           |                                                    | S                              |                                                                   | 2,496  | D          | \$                                                                                            | 336,221                                                  | I <u>(1)</u> See                                      |

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|                 |            |  |   |        |      |            |         |       |                        |
|-----------------|------------|--|---|--------|------|------------|---------|-------|------------------------|
| Stock           |            |  |   |        | 3.65 |            |         |       | Footnote<br>(1)        |
| Common<br>Stock | 06/24/2005 |  | S | 1,400  | D    | \$<br>3.64 | 334,821 | I (1) | See<br>Footnote<br>(1) |
| Common<br>Stock | 06/24/2005 |  | S | 1,600  | D    | \$<br>3.63 | 333,221 | I (1) | See<br>Footnote<br>(1) |
| Common<br>Stock | 06/27/2005 |  | S | 10,000 | D    | \$<br>3.86 | 323,221 | I (1) | See<br>Footnote<br>(1) |
| Common<br>Stock | 06/27/2005 |  | S | 10,000 | D    | \$<br>3.85 | 313,221 | I (1) | See<br>Footnote<br>(1) |
| Common<br>Stock | 06/27/2005 |  | S | 2,600  | D    | \$<br>3.84 | 310,621 | I (1) | See<br>Footnote<br>(1) |
| Common<br>Stock | 06/27/2005 |  | S | 10,000 | D    | \$ 3.8     | 300,621 | I (1) | See<br>Footnote<br>(1) |
| Common<br>Stock | 06/28/2005 |  | S | 7,100  | D    | \$<br>3.48 | 293,521 | I (1) | See<br>Footnote<br>(1) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                             | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                            | Director      | 10% Owner | Officer | Other |
| GUEZ PAUL<br>C/O AZTECA PRODUCTION INTERNATIONAL<br>5804 EAST SLAUSON AVENUE<br>CITY OF COMMERCE, CA 90040 |               | X         |         |       |

## Signatures

/s/ Paul Guez 08/23/2005

\_\_\_\_\_  
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).

Mr. Paul Guez exercises the sole power to direct the voting and disposition of these shares held for the account of Azteca Production International, Inc. ("Azteca"), an entity jointly owned by Hubert Guez and Paul Guez, but for which Mr. Paul Guez has the sole power to direct the voting and disposition of these shares.

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.