

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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(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 (1)
Common Stock	06/24/2005	S	1,400	D	\$ 3.64	334,821	I (1)		See Footnote (1)
Common Stock	06/24/2005	S	1,600	D	\$ 3.63	333,221	I (1)		See Footnote (1)
Common Stock	06/27/2005	S	10,000	D	\$ 3.86	323,221	I (1)		See Footnote (1)
Common Stock	06/27/2005	S	10,000	D	\$ 3.85	313,221	I (1)		See Footnote (1)
Common Stock	06/27/2005	S	2,600	D	\$ 3.84	310,621	I (1)		See Footnote (1)
Common Stock	06/27/2005	S	10,000	D	\$ 3.8	300,621	I (1)		See Footnote (1)
Common Stock	06/28/2005	S	7,100	D	\$ 3.48	293,521	I (1)		See Footnote (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 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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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
GUEZ PAUL C/O AZTECA PRODUCTION INTERNATIONAL 5804 EAST SLAUSON AVENUE 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.