CHEROKEE INC Form 4 February 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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(b).

1. Name and Address of Reporting Person * Stupp Henry

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

CHEROKEE INC [CHKE] 3. Date of Earliest Transaction

(Month/Day/Year)

01/30/2015

_X__ Director 10% Owner

(Check all applicable)

Chief Executive Officer

X_ Officer (give title below)

Other (specify

5990 SEPULVEDA BLVD #600

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SHERMAN OAKS, CA 91411

		1 401	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary 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. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)
Common Stock	01/30/2015		M		A	<u>(1)</u>	89,529	D	
Common Stock	01/30/2015		F	7,578	D	\$ 18.18	81,951	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Common Stock Options (right to buy)	\$ 18.3						01/31/2012	08/26/2016	Common Stock	18,7
Common Stock Options (right to buy)	\$ 18.3						01/31/2013	08/26/2016	Common Stock	18,7
Common Stock Options (right to buy)	\$ 18.3						01/31/2014	08/26/2016	Common Stock	18,7
Common Stock Options (right to buy)	\$ 18.3						01/31/2015	08/26/2016	Common Stock	18,7
Common Stock Options (right to buy)	\$ 18.3						01/31/2016	08/26/2016	Common Stock	18,7
Common Stock Options (right to buy)	\$ 13.06						06/18/2013	06/18/2019	Common Stock	30,0
Common Stock Options (right to buy)	\$ 13.06						06/18/2014	06/18/2019	Common Stock	30,0
Common Stock Options (right to buy)	\$ 13.06						06/18/2015	06/18/2019	Common Stock	30,0
	(1)						<u>(1)</u>	01/30/2016		10,0

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Performance Stock Unit							Common Stock	
Common Stock Options (right to buy)	\$ 13.54				05/09/2015	05/09/2021	Common Stock	25,0
Common Stock Options (right to buy)	\$ 13.54				05/09/2016	05/09/2021	Common Stock	25,0
Common Stock Options (right to buy)	\$ 13.54				05/09/2017	05/09/2021	Common Stock	25,0
Performance Stock Unit	(1)	01/30/2015	M	20,000	<u>(1)</u>	01/30/2016	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner rune, runess	Director	10% Owner	Officer	Other			
Stupp Henry 5990 SEPULVEDA BLVD #600	X		Chief Executive Officer				
SHERMAN OAKS CA 91411							

Signatures

Jason Boling under POA for Henry Stupp 02/03/2015

**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).

See footnotes (1), (2) and (3) of the Form 4 filed by the reporting person with the Securities and Exchange Commission on July 18, 2013.

(1) On January 30, 2015, 2/3 of the shares subject to the performance stock unit award vested in full, and 1/3 of the shares subject to such award remain unvested.

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.

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