

KE SHIFENG
Form 5
December 10, 2012

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362
Expires: January 31, 2005
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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KE SHIFENG

2. Issuer Name and Ticker or Trading Symbol
CHINA FUND INC [CHN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
10/31/2012

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

HEARTLAND(ICC), CITIGROUP TOWER, 16TH FL, NO 33 HUA YUAN SHI QIAO RD, PUDONG DISTR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SHANGHAI, F4 200120

Form Filed by One Reporting Person
___ Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| The China Fund, Inc. | | | | (A) Amount (D) Price | 33,936 | I | See footnote (1) |

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

| Date Exercisable (A) (D) | Expiration Date | Title | Amount or Number of Shares |
|--------------------------|-----------------|-------|----------------------------|
|--------------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KE SHIFENG HEARTLAND(ICC), CITIGROUP TOWER, 16TH FL NO 33 HUA YUAN SHI QIAO RD, PUDONG DISTR SHANGHAI, F4 200120 | Â | Â | Â Vice President | Â |

Signatures

/s/ Shifeng Ke 11/09/2011
 **Signature of Date
 Reporting Person

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) Shifeng Ke was formerly a portfolio manager of The China Fund, Inc. Mr. Ke is also joint owner of Heartland Capital Management Limited ("HCML"). Martin Currie Ltd and HCML had formerly established MC China Ltd ("MCCL") as a joint venture company to provide investment management or investment advisory services to the range of China investment products managed by Martin Currie Inc. MCCL had appointed Martin Currie Investment Management Ltd ("MCIM"), or its affiliates, as investment manager of Martin Currie Inc.'s China investment products. HCML had formerly seconded Shifeng Ke to MCIM, or its affiliates, on a fulltime basis with the same roles and responsibilities as if he were a full time employee, including the duties of portfolio management for The China Fund, Inc.
- Note: File three copies of this Form, one of which must be manually signed. If space provided 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.