

STUART SANDI
Form 4/A
November 02, 2004

FORM 4

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

OMB APPROVAL

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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 *
STUART SANDI

2. Issuer Name and Ticker or Trading Symbol
CHEROKEE INC [CHKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6835 VALJEAN AVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2004

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

VAN NUYS, CA 91406

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/15/2004

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					31,085	D	
Common Stock	10/15/2004	10/15/2004	M	5,581 A	\$ 12.989	36,666	D

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

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SEC 1474
(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common stock option	\$ 23.12					04/07/2005	04/07/2011	Common Stock	3,333
Common stock option	\$ 23.12					04/07/2006	04/07/2011	Common stock	3,333
Common stock option	\$ 23.12					04/07/2007	04/07/2011	Common stock	3,334
Common stock option	\$ 12.989					02/05/2005	02/05/2012	Common stock	13,334
Common stock option	\$ 12.989					02/05/2003	02/05/2012	Common stock	5,581
Common stock option	\$ 12.989	10/15/2004	10/15/2004	M	5,581	02/05/2003	02/05/2012	Common stock	5,581

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUART SANDI 6835 VALJEAN AVE VAN NUYS, CA 91406			Executive Vice President	

Signatures

Russell J. Riopelle under POA for Sandi Stuart
11/02/2004

**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).

Remarks:

On a Form 4 filed on 10/15/2004 Ms. Stuart exercised 5,581 stock options to purchase CHKE common stock at an exercise price of \$10.00 per share.

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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