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Stupp Henry Form 4											
October 23, 2 FORM	Л								OMB AF	PPROVAL	
CONVIA UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check this if no longe	r		CILLAN		Expires:	January 31, 2005					
subject to Section 16 Form 4 or	SIAIEM	LENT OF	CHAN	GES IN I SECUR		CIAI		NERSHIP OF	Estimated a burden hou response	verage	
Form 5 obligations may contin <i>See</i> Instruct 1(b).	s Section 17(a	a) of the P	ublic Ut		ling Com	pany	Act of	e Act of 1934, f 1935 or Section 40	1		
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> Stupp Henry			Symbol	Name and KEE INC			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M			Earliest Tra	-	-		(Check all applicable)			
5990 SEPULVEDA BLVD #600			(Month/Day/Year) 10/19/2012					X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer			
]	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 				
	OAKS, CA 9141							Person		F 8	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	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)		
Common Stock				Coue V	7 thount	(D)	Thee	81,967	D		
Common Stock								91,967	D		
Common Stock								104,529	D		
Common Stock	10/19/2012	10/19/20	012	S	35,000	D	\$ 14.3	69,529	D		

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

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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)	Code	ransactionDerivative		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 Options	\$ 18.3	07/26/2012		J	V		18,750	01/31/2012	08/26/2016	Common Stock	18,750
Common Stock Options	\$ 18.3	07/26/2012		J	v		18,750	01/31/2013	08/26/2016	Common Stock	18,750
Common Stock Options	\$ 18.3	07/26/2012		J	V		18,750	01/31/2014	08/26/2016	Common Stock	18,750
Common Stock Options	\$ 18.3	07/26/2012		J	V		18,750	01/31/2015	08/26/2016	Common Stock	18,750
Common Stock Options	\$ 18.3	07/26/2012		J	V		18,750	01/31/2016	08/26/2016	Common Stock	18,750
Common Stock Options	\$ 13.06							06/18/2013	06/18/2019	Common Stock	30,000
Common Stock Options	\$ 13.06							06/18/2014	06/18/2019	Common Stock	30,000
Common Stock Options	\$ 13.06							06/18/2015	06/18/2019	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Stupp Henry 5990 SEPULVEDA BLVD #600 SHERMAN OAKS, CA 91411	Х		Chief Executive Officer					
Signatures								
Mark DiSiena under POA for Her	nry							
Stupp	10/23/2012							
<u>**</u> Signature of Reporting Person		Date						
Evelopetion of Deer								

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 October 19, 2012, Mr. Stupp sold 35,000 shares of Cherokee common stock at a per share price of \$14.30 (excluding a \$0.

On July 26, 2012, Mr. Stupp transferred 50% of the 187,500 stock options (the "2010 Option") subject to his prior stock option

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.