## Edgar Filing: SIEGEL HOWARD B - Form 4

SIEGEL HOV	WARD B										
Form 4											
April 17, 201	3										
FORM	4		a an an a							PPROVAL	
	- UNITE	ED STATE		hington, l			NGE	COMMISSION	OMB Number:	3235-0287	
Check this								Expires:	January 31,		
if no longe subject to	STAT	EMENT O	F CHAN	GES IN BENEFICIAL OWNERSHIP OF					Estimated average		
Section 16		SECURITIES							burden hou		
Form 4 or Form 5			G 14		a	-			response	0.5	
obligation	- · · · · · · · · · · · · · · · · · · ·	*		· /			•	ge Act of 1934,	-		
may conti	nue. Section		) of the Inv	•	<b>.</b>			of 1935 or Sectio	n		
See Instru- 1(b).	ction	50(II)	) of the m	vestillent	Joinpany	Act	0119	40			
1(0).											
(Print or Type R	esponses)										
1. Name and Ad	-	ing Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading				g	5. Relationship of Issuer	f Reporting Per	son(s) to	
SIEGEL HOWARD B			Symbol					155001			
			CHEROKEE INC [CHKE]					(Check all applicable)			
(Last) (First) (Middle) 5990 SEPULVEDA BLVD #600			3. Date of Earliest Transaction								
			(Month/Day/Year) 04/15/2013					Director X Officer (give		6 Owner er (specify	
5990 SEI UL		D #000	04/13/20	115				below)	below)		
									President		
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
SHERMAN	OAKS. CA 9	01411						Form filed by M	More than One Re		
								Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction			3.	4. Securit			5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Y		on Date, if	Transactio Code				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Instr. 5)		any (Month	/Day/Year)	CodeDisposed of (I(Instr. 8)(Instr. 3, 4 and				Owned	Indirect (I)	Ownership	
			•					Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				Cada V	Amount	or	Durias	(Instr. 3 and 4)			
Common				Code V	Amount	(D)	Price				
Stock								38,718	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	orDeriva Securi Acquir	ties red (A) posed of 3, 4,	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 Numt of Sha
Common Stock Option	\$ 22.7						08/21/2009	08/21/2015	common stock	3,33
Common Stock Option	\$ 22.7						08/21/2010	08/21/2015	common stock	3,33
Common Stock Option	\$ 22.7						08/21/2011	08/21/2015	common stock	3,33
Common Stock Option	\$ 16.08						02/01/2011	02/01/2015	common stock	16,6
Common Stock Option	\$ 16.08						02/01/2012	02/01/2015	common stock	16,6
Common Stock Option	\$ 16.08						02/01/2013	02/01/2015	common stock	16,6
Common Stock Option	\$ 18.3						08/26/2011	08/26/2017	common stock	16,6
Common Stock Option	\$ 18.3						08/26/2012	08/26/2017	common stock	16,6
Common Stock Option	\$ 18.3						08/26/2013	08/26/2017	common stock	16,6
Common Stock Option	\$ 17.21						03/23/2012	03/23/2018	Common Stock	20,0
Common Stock Option	\$ 17.21						03/23/2013	03/23/2018	Common Stock	20,0
Common Stock Option	\$ 17.21						03/23/2014	03/23/2018	Common Stock	20,0
Common Stock Option	\$ 17.21						03/23/2015	03/23/2018	Common Stock	20,0
Common Stock Option	\$ 17.21						03/23/2016	03/23/2018	Common Stock	20,0
Common Stock Option	\$ 13.06						06/18/2013	06/18/2019	Common Stock	20,0
Common Stock Option	\$ 13.06						06/18/2014	06/18/2019	Common Stock	20,0

Common Stock Option	\$ 13.06				06/18/2015	06/18/2019	Common Stock	20,0
Performance Stock Unit	<u>(1)</u>	04/15/2013	А	17,000	(2)(3)	01/30/2016	Common Stock	17,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
I Sector and the sector	Director	10% Owner	Officer	Other				
SIEGEL HOWARD B 5990 SEPULVEDA BLVD #600 SHERMAN OAKS, CA 91411			President					
Signatures								
Jason Boling under POA for Howa Siegel	ard	04/17/2013						
**Signature of Reporting Person		Date	e					
Evaluation of Responses:								

## **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) Each performance stock unit represents a contingent right to receive one share of Common Stock of Cherokee Inc. (the "Company").

The performance units vest in up to three increments where the average closing price of the Company's common stock during the month preceding the end of the Company's fiscal year is (i) \$15.35 for the Company's fiscal year ending February 1, 2014 ("Fiscal 2014"), (ii) \$16.88 for the Company's fiscal year ending January 31, 2015 ("Fiscal 2015") and (iii) \$18.57 for the Company's fiscal year ending

- (2) January 30, 2016 ("Fiscal 2016"). If a price target is met, one-third of the shares subject to the award will vest. If such target is not met, one-third of the shares subject to the award will not vest and will roll over to the following fiscal year. For example, if at the end of Fiscal 2014 the Company's average closing share price for the month preceding the end of Fiscal 2014 is below \$15.35, no portion of the performance stock award will vest and one-third of the total shares subject to the award will roll-forward for Fiscal 2015.
- (3) Similarly, if both of the targets for Fiscal 2014 and Fiscal 2015 are not met, all shares subject to the performance stock award may still vest in the event that the Company's average closing share price for the month preceding the end of Fiscal 2016 is at least \$18.57.

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.