

p38 δ Regulates p53 to Control p21^{Cip1} Expression in Human Epidermal Keratinocytes*

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Background: Keratinocytes cease proliferation during differentiation, and the mechanism that mediates these events is not well understood.

Results: PKC δ increases p38 δ activity, which increases p53 transcription and acts to increase p21^{Cip1} promoter activity.

Conclusion: PKC δ drives a MAPK cascade to increase p53 to control keratinocyte proliferation.

Significance: This study provides detailed information regarding the mechanisms that control cell proliferation.

PKC δ suppresses keratinocyte proliferation via a mechanism that involves increased expression of p21^{Cip1}. However, the signaling mechanism that mediates this regulation is not well understood. Our present studies suggest that PKC δ activates p38 δ leading to increased p21^{Cip1} promoter activity and p21^{Cip1} mRNA/protein expression. We further show that exogenously expressed p38 δ increases p21^{Cip1} mRNA and protein and that p38 δ knockdown or expression of dominant-negative p38 attenuates this increase. Moreover, p53 is an intermediary in this regulation, as p38 δ expression increases p53 mRNA, protein, and promoter activity, and p53 knockdown attenuates the activation. We demonstrate a direct interaction of p38 δ with PKC δ and MEK3 and show that exogenous agents that suppress keratinocyte proliferation activate this pathway. We confirm the importance of this regulation using a stratified epidermal equivalent model, which mimics *in vivo*-like keratinocyte differentiation. In this model, PKC δ or p38 δ knockdown results in reduced p53 and p21^{Cip1} levels and enhanced cell proliferation. We propose that PKC δ activates a MEKK1/MEK3/p38 δ MAPK cascade to increase p53 levels and p53 drives p21^{Cip1} gene expression.

Protein kinase C (PKC) isoforms play a key role as regulators of cell differentiation (1). PKCs include three families. The novel PKCs (δ , ϵ , η , and θ) are activated by diacylglycerol and phospholipids, but they do not respond directly to calcium; classical PKCs (α , β and γ) are calcium-, phospholipid-, and diacylglycerol-dependent; and atypical PKCs (ζ and λ) are calcium- and diacylglycerol-independent and undergo allosteric activation (2, 3). PKC α , β II, δ , ϵ , η , and ζ are expressed in human epidermal keratinocytes (4–10). PKC δ stimulates keratinocyte differentiation (11–16, 18) by activating MAPK signaling to increase nuclear levels of key transcription factors that act to increase target gene transcription (19–21). PKC isoforms

also regulate keratinocyte proliferation by altering cell cycle control protein expression (11, 15, 22–25). Because increased keratinocyte differentiation is associated with cessation of proliferation; it makes mechanistic sense that a common signaling cascade may control these processes. p21^{Cip1} is an important suppressor of cell cycle progression and cell proliferation (26) and is a key PKC δ target in keratinocytes (27). Moreover, increased p21^{Cip1} expression suppresses keratinocyte proliferation (28–33).

However, despite this progress, we have a limited understanding of the mechanisms whereby PKC δ increases p21^{Cip1} level. Our previous study indicates that Kruppel-like factor 4 is a downstream mediator of PKC δ action that increases p21^{Cip1} expression and that this involves KLF4² interaction at DNA sites located in the proximal promoter of the p21^{Cip1} gene (27). Our present studies identify a second pathway that mediates PKC δ action. This involves PKC δ -dependent activation of the p38 δ kinases to activate p53 expression, which interacts via the p53 sites in the distal p21^{Cip1} promoter to drive transcription. Moreover, we confirm that this regulation is physiologically meaningful using a stratifying epidermal equivalent culture model that mimics *in vivo* epidermal differentiation. Knockdown of p38 δ in this model results in reduced p21^{Cip1} expression, enhanced cell proliferation, and reduced differentiation.

EXPERIMENTAL PROCEDURES

Chemicals, Reagents, and Antibodies—Rabbit polyclonal antibodies for MEK3 (sc-961), PKC δ (sc-937), p53 (sc-6243), goat anti-p38 δ (sc-7587), and mouse monoclonal antibodies for p38 δ (sc-271292), p38 α (sc-7972), and anti-MEK3-P (sc-8407) were obtained from Santa Cruz Biotechnology (Santa Cruz, CA). Rabbit anti-MEKK1 (ab69533) and anti-MEKK1-P (Thr-1381) (ab138662) were purchased from Abcam (Cambridge, MA).

Rabbit polyclonal antibodies against p21^{Cip1} (2947) and PKC δ -P (Tyr-311) were obtained from Cell Signaling Technol-

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² The abbreviations used are: KLF4, Kruppel-like factor 4; MEK3, mitogen activated protein kinase kinase 3; TPA, phorbol ester, 12-O-tetradecanoylphorbol-13-acetate; KSM, keratinocyte serum-free medium; MOI, multiplicity of infection; qRT-PCR, quantitative RT-PCR; KERn, normal human keratinocytes; EV, empty vector.

PKC δ , p53, and Keratinocyte Proliferation

ogy (Danvers, MA) and mouse monoclonal antibody against β -actin (A-5441) and anti-FLAG M2 (F3165) were purchased from Sigma Aldrich. Peroxidase-conjugated anti-mouse IgG (NXA931) and peroxidase-conjugated anti-rabbit IgG (NA934V) were obtained from GE Healthcare. Phorbol ester, 12-*O*-tetradecanoylphorbol-13-acetate (TPA) (524400) and rottlerin (557370) were obtained from Calbiochem (Billerica, MA).

We report results using control (sc-37007), p38 δ (sc-36456), PKC δ (sc-36253), p53 (sc-44218), and MEK3 (sc-35907) siRNA reagents obtained from Santa Cruz Biotechnology. Key findings were confirmed using additional siRNA that targets p38 δ (D-003591-01-0005 and D-003591-03-0005), PKC δ (D-003524-03-0005 and D-003524-05-0005), MEK3 (D-003509-02-0005 and D-003509-06-0005), and p53 (D-003329-05-0005 and D-003329-07-0005), which were purchased from Dharmacon, Inc. (Lafayette, CO).

Cell Culture, Viruses, and Plasmids—Keratinocyte serum-free medium (KSFM), trypsin, and Hank's balanced salt solution were purchased from Invitrogen. Primary cultures of human epidermal keratinocytes were obtained by separation of epidermis from the dermis with dispase followed by cell dispersion in trypsin. Cells were cultured in KSFM supplemented with epidermal growth factor and bovine pituitary extract (34, 35). Adenoviruses encoding MEK3, HA-p38 δ , PKC δ , and empty control virus (Ad5-MEK3, tAd5-HA-p38 δ , Ad5-PKC δ , Ad5-FLAG-p38 δ , and Ad5-EV) were prepared by propagation in HEK293 cells followed by cesium chloride gradient centrifugation. For experiments, keratinocytes were incubated with 5 to 15 MOI of adenovirus in KSFM containing 6 μ g/ml polybrene. Tetracycline-inducible viruses (tAd-EV, tAd5-PKC δ , tAd5-HA-38 δ) were co-infected with Ad5-TA encoding virus to induce PKC δ and p38 δ expression (13).

The human p21^{Cip1} promoter luciferase plasmid, p21-2326, was a gift from Dr. Bert Vogelstein (36). p21-124, p21-101, and p21-60 were obtained from Dr. Toshiyuki (37). The other p21^{Cip1} truncation plasmids (p21-251, p21-501, p21-1001, and p21-2001) and the p53 site mutants, p21-2326 p53(Δ 1), p21-2326 p53(Δ 2), and p21-2326 p53(Δ 1-2), were constructed in pBluescript II KS(+) (38). The p38 δ expression vector was pcDNA3.1-HA-p38 δ . p38 α , MEK3, PKC δ , and FLAG-DNp38 α expression plasmids were described previously (34, 39). PG13-Luc was obtained from Dr. Nancy Colburn (40).

Statistical Methods—All experiments were performed a minimum of three times, and significant difference was determined using the Student's *t* test.

p21^{Cip1} Promoter Activity Assay—p21^{Cip1} promoter reporter plasmid (1 μ g) was mixed with 2 μ l of FuGENE 6 (Roche Applied Science) diluted with 98 μ l of KSFM. The mixture was incubated for 25 $^{\circ}$ C for 20 min and added to a 50% confluent culture of human epidermal keratinocytes maintained in KSFM in a 9.6-cm² dish. For co-transfection experiments, 1 μ g of p21^{Cip1} promoter reporter plasmid and 1 μ g of pcDNA3.1 or pcDNA3.1-HA-p38 δ were mixed with FuGENE 6 and added to the cells. After 24 h, the cells were harvested for luciferase activity assay, and data were normalized based on protein content.

siRNA-mediated Knockdown—Keratinocytes were electroporated with control or p38 δ siRNA using an Amaxa electroporator and the VPD-1002 nucleofection kit (Amaxa, Cologne,

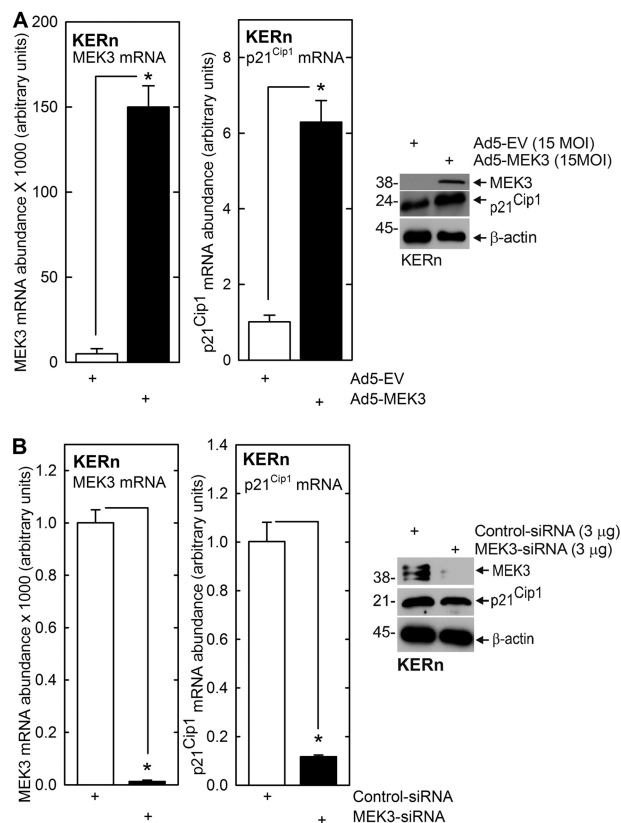


FIGURE 1. MEK3 regulates p21^{Cip1} mRNA level. *A*, KERN were infected with 15 MOI of Ad5-EV or Ad5-MEK3, and after 24 h, RNA was isolated, and MEK3 and p21^{Cip1} mRNA levels were assessed by qRT-PCR. The values are mean \pm S.E. ($n = 3$). In parallel identically treated cultures, protein extracts were prepared for assay of p21^{Cip1} and MEK3 protein level by immunoblot. MEK3 is also present in Ad5-EV-infected cells but is only visible at higher film exposures (not shown). *B*, KERN were electroporated with 3 μ g of control siRNA or MEK3 siRNA. After 24 h, RNA was prepared, and MEK3 and p21^{Cip1} mRNA level of was measured by qRT-PCR. The values are mean \pm S.E. ($n = 3$). The asterisks indicate significant differences (*, $p < 0.005$). In parallel identically treated cultures, protein extracts were prepared for assay of p21^{Cip1} and MEK3 protein level by immunoblot. Similar results were observed with other MEK3 siRNA, indicating that these responses are not due to off-site effects (not shown).

Germany). Keratinocytes were harvested with trypsin and replated 1 day prior to electroporation. After 24 h, the keratinocytes were harvested with trypsin, and 1×10^6 cells were centrifuged at 2000 rpm, washed in 1 ml of sterile $1 \times$ phosphate-buffered saline (pH 7.5), and suspended in 100 μ l of keratinocyte nucleofection solution. Control or p38 δ siRNA (3 μ g) was added to the cell suspension, mixed by gentle pipetting, and electroporated using the T-018 setting. KSFM (500 μ l) was added, and the suspension was transferred to a 60-mm dish containing 4 ml of KSFM medium. The cells were maintained for various times before extracts were prepared for preparation of RNA or protein or activity assay. This electroporation method delivers nucleic acid reagents to cells with greater than 90% efficiency (13).

Immunoblot Analysis—Equal amounts of protein were electrophoresed on a 12% denaturing polyacrylamide gel and transferred to nitrocellulose. The membranes were blocked with 5% skimmed milk in Tris-buffered saline (pH 7.5) containing 0.1% Tween 20 for 1 h. Following this, the blots were incubated with primary antibody, washed, and incubated with the appropriate

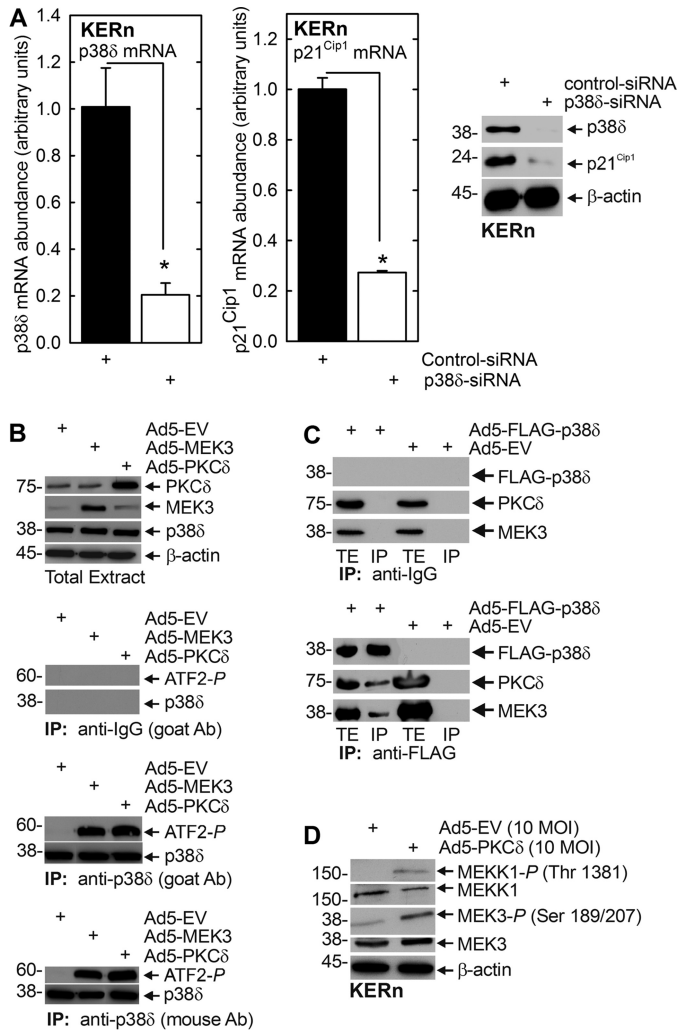


FIGURE 2. p38 δ regulates p21^{Cip1} protein and mRNA level and promoter activity. *A*, KERN were electroporated with 3 μ g of control or p38 δ siRNA, and after 24 and 48 h, respectively, extracts were prepared for detection of p38 δ and p21^{Cip1} mRNA and protein. The values are mean \pm S.E. ($n = 3$). The asterisks indicate significant differences ($*p < 0.005$). Similar results were observed with other p38 δ siRNA, indicating that these changes are not due to off-site actions (not shown). *B*, KERN were infected with 10 MOI EV, Ad5-EV, Ad5-MEK3, or Ad5-PKC δ . After 48 h, 200 μ g of protein extract was used to immunoprecipitate p38 δ for use in an *in vitro* p38 kinase activity assay using ATF2 as substrate (44). Immunoprecipitation was achieved using anti-p38 δ antibody (Ab) produced in goat or mouse, or anti-IgG, as a negative control. The level of precipitated p38 δ and ATF2 phosphorylation was monitored by immunoblot. Similar results were observed in each of three experiments. *C*, KERN were infected with 10 MOI of Ad5-EV or Ad5-FLAG-p38 δ and 2.5 MOI of Ad5-TA encoding virus, and after 24 h, total extract was prepared for electrophoresis or precipitation with anti-IgG or anti-FLAG. Immunoprecipitate (IP) and total extract (TE) were electrophoresed and for immunoblot with anti-FLAG, anti-PKC δ , and anti-p38 δ . Similar results were observed in each of three experiments. *D*, PKC δ activates MEK1 and MEK3. KERN were infected with empty or PKC δ encoding adenovirus, and after 24 h, extracts were prepared for immunoblot to detect the indicated epitopes. Similar results were observed in each of three experiments.

horseradish peroxidase-conjugated secondary antibody for 2 h. Chemiluminescent detection (Amersham Biosciences) was used to detect antibody binding. β -Actin was used as the loading control in all immunoblot experiments.

Quantitative RT-PCR—Total RNA was isolated using Illustra RNAspin mini kit (GE Healthcare), and 1 μ g of RNA was used for cDNA synthesis. Gene expression was measured by real

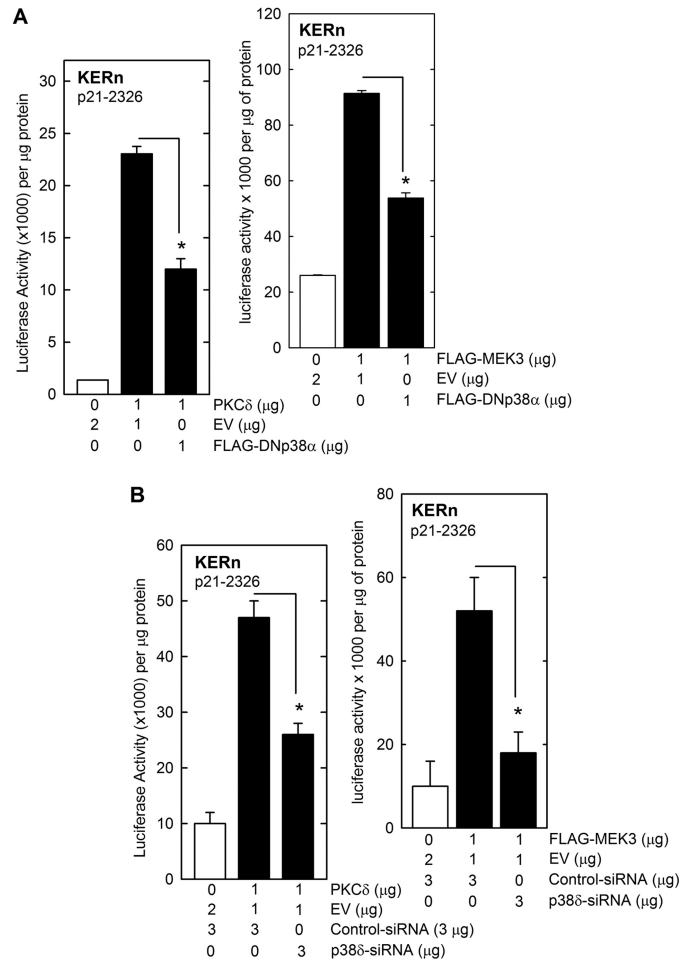


FIGURE 3. p38 δ is required for PKC δ and MEK3-dependent activation of p21^{Cip1} promoter transcription. *A*, KERN were transfected with 1 μ g of p21-2326 luciferase reporter plasmid in the presence of 1 μ g of empty vector or vector encoding PKC δ , MEK3, or DNP38 α . Levels were adjusted to a total of 3 μ g per transfection by addition of empty vector (EV). At 24 h post-transfection, cell extracts were prepared and assayed for promoter activity. *B*, KERN (1 million cells per group) were electroporated with 3 μ g of control or p38 δ siRNA. At 48 h post electroporation, the cells were harvested and counted, and 0.5 million cells from each group were re-electroporated with 1 μ g of endotoxin-free p21-2326 luciferase reporter plasmid in the presence of 2 μ g of PKC δ or MEK3 encoding endotoxin-free plasmid or the empty vector. After an additional 24 h, cell extracts were prepared for luciferase assay. The values are mean \pm S.E. ($n = 3$). The asterisks indicate significant differences ($*p < 0.005$).

time PCR using Light Cycler 480 SYBR Green I Master Mix (04-707 516 001) from Roche Diagnostics (Indianapolis, IN). The signals were normalized using cyclophilin A control primers. The gene specific primers used for detection of mRNA levels were as follows: p38 δ (forward, 5'-TGT GCA GAA GCT GAA CGA CAA AGC; reverse, 5'-AGG GTT CAA AGA AGG GAT GGG TGA), p21^{Cip1} (forward, 5'-AAG ACC ATG TGG ACC TGT CAC TGT; reverse, 5'-AGG GCT TCC TCT TGG AGA AGA TCA), PKC δ (forward, 5'-GGC CAC ATC AAG ATT GCC GAC TTT; reverse, 5'-ACT GGC CAA TGA GCA TCT CGT ACA), MEK3 (forward, 5'-AGC TCA TGG ACA CAT CCT TGG ACA; reverse, 5'-ACA CAT CTT CAC ATG GCC CTC CTT), and cyclophilin A (forward, 5'-cat ctg cac tgc caa gac tga; reverse, 5'-TTC ATG CCT TCT TTC ACT TTG C).

PKC δ , p53, and Keratinocyte Proliferation

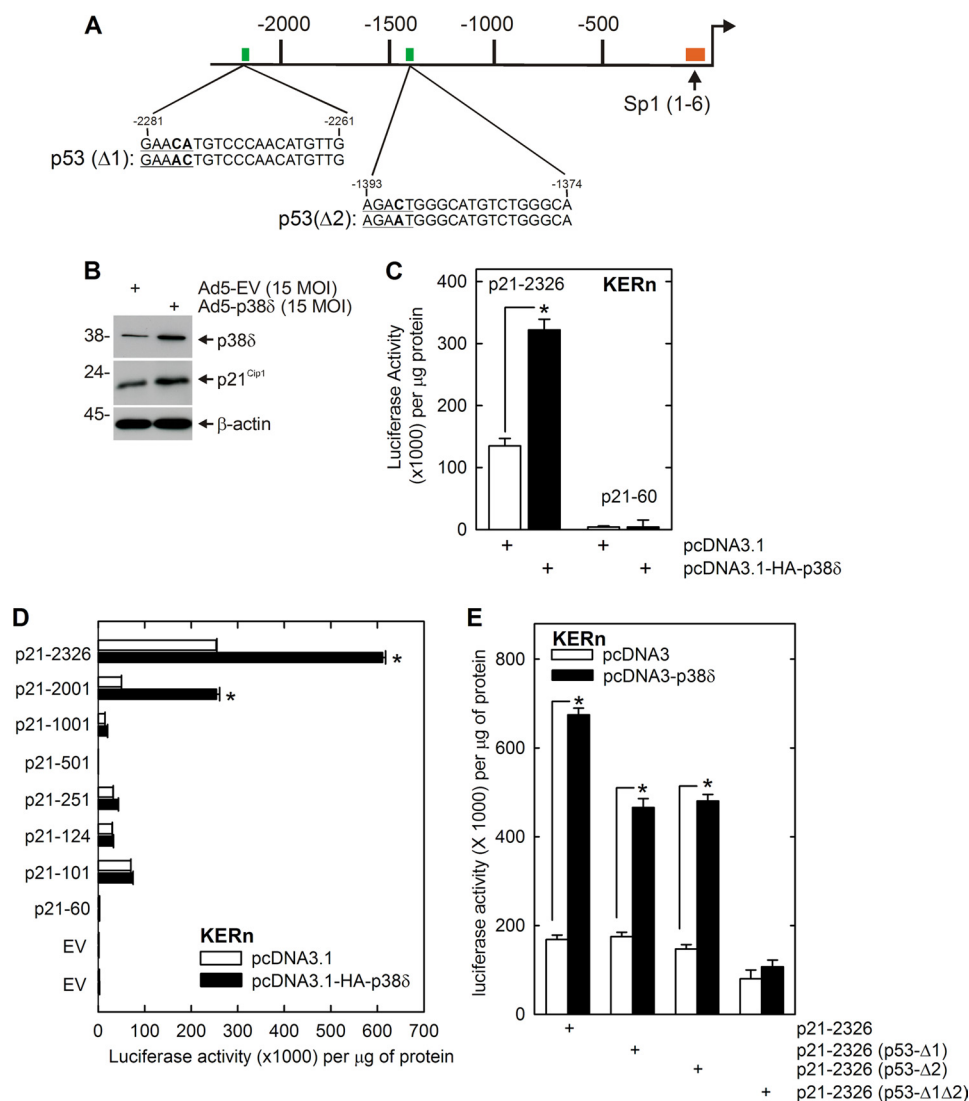


FIGURE 4. p38 δ acts via p53 response elements on the p21^{Cip1} promoter. *A*, p21^{Cip1} promoter schematic showing Sp1 and p53 DNA response elements. The numbers indicate distance in nucleotides relative to the transcription start site. *B*, p38 δ increases p21^{Cip1} level. KERN were infected with 15 MOI of Ad5-EV or Ad5-p38 δ . After 24 h, extracts were prepared for detection of p38 δ and p21^{Cip1} protein. β -Actin is used as the loading control. *C*, KERN were transfected with 1 μ g each of p21-2326 or p21-60 p21^{Cip1} promoter reporter plasmids and 1 μ g of pcDNA3.1 or pcDNA3.1-HA-p38 δ , and after 24 h, extracts were prepared for assay of luciferase activity. Values are mean \pm S.E. ($n = 3$). The asterisk indicates a significant difference ($^*, p < 0.005$). *D*, KERN were transfected with 1 μ g of the indicated p21^{Cip1} luciferase reporter plasmid and 1 μ g of pcDNA3.1 or pcDNA3.1-HA-p38 δ , and after 24 h, extracts were prepared for assay of luciferase activity. The values are mean \pm S.E. ($n = 3$), and the asterisks indicate significant differences in activity ($^*, p < 0.005$). *E*, p53 response elements are required for p38 δ activation of p21^{Cip1} expression. KERN were transfected with 1 μ g of the indicated p21^{Cip1} promoter plasmid along with 1 μ g of pcDNA3.1 or pcDNA3.1-HA-p38 δ , and after 24 h, extracts were prepared for luciferase activity assay. The values are mean \pm S.E. ($n = 3$). The asterisks indicate significant difference ($^*, p < 0.005$).

p38 δ Activity Assay—Kinase assays were used to determine the activity of the endogenous p38 δ isoform. Keratinocyte cell lysates were prepared under nonreducing conditions. Equal amounts of total protein (200 μ g) were used for each kinase assay. p38 δ -specific antibodies (sc-7587 or sc-271292) were used to selectively immunoprecipitate this enzyme. The precipitated kinase was then assayed for ability to phosphorylate ATF-2 in an *in vitro* kinase reaction performed in the presence of ATP. Phosphorylation of the substrate proteins was analyzed by immunoblot using phosphorylated ATF-2-specific antibody (34, 41).

Epidermal Equivalent Cultures—Keratinocytes, freshly isolated from foreskins, were harvested with trypsin, and 1.5×10^6 cells were electroporated with 3 μ g of control or p38 δ siRNA

and replated. After an additional 72 h, the cells were harvested, and 2×10^6 cells from each group were re-electroporated with 3 μ g of control siRNA or p38 δ siRNA. They were then allowed to settle overnight onto the membrane in Millicell-PCF chambers (diameter, 12 mm; 0.4- μ m pore size) in KSFM (Millipore, Billerica, MA). The next day, the cells were shifted to Epilife medium containing 1.4 mM calcium chloride and 5 μ g/ml of vitamin C and cultured at the air-liquid interface with addition of fresh Epilife medium every 2 days. After 4 days, the epidermal equivalents were harvested for preparation of RNA, protein, and histological sections (42). Total RNA was isolated for qRT-PCR using the Illustra RNAspin Mini kit (GE Healthcare). For protein lysates, the inserts were washed twice with PBS, and the cells were harvested in 0.0625 M Tris-HCl, pH 7.5, containing

10% glycerol, 5% SDS, and 5% β -mercaptoethanol. They were sonicated and centrifuged at 10,000 rpm for 5 min, and the supernatant was collected for immunoblot.

RESULTS

PKC δ , MEK3, and p38 δ Regulate p21^{Cip1} Level—PKC δ regulates keratinocyte proliferation by increasing p21^{Cip1} expression via mechanisms that are not well understood (27). We propose that MEK3 and p38 δ may be the intervening signaling kinases that mediate this regulation. To test this, we expressed MEK3 and p38 δ and monitored the impact on p21^{Cip1} expression. Fig. 1, A and B, show that p21^{Cip1} expression is directly correlated with MEK3 level. MEK3 expression increases and MEK3 knockdown reduces p21^{Cip1} mRNA and protein level. The impact on p21^{Cip1} mRNA level is particularly dramatic. We next examined the role of p38 δ . Three p38 MAPK isoforms, p38 α , β , and δ , are expressed in keratinocytes (43, 44), and MEK3 activates p38 δ to stimulate differentiation-associated gene expression (21, 41). We therefore assessed whether p38 δ plays a role in regulating p21^{Cip1} level. Fig. 2A shows that siRNA-dependent knockdown of p38 δ results in a marked reduction in p21^{Cip1} encoding mRNA and p21^{Cip1} protein. If p38 δ is a mediator in this pathway, we would expect that PKC δ and MEK3 should increase p38 δ activity. This was studied by measuring the ability of p38 δ to phosphorylate ATF2 transcription factor on threonine 71 (21, 34, 41). Cells were infected with empty-, PKC δ -, or MEK3-encoding adenovirus. After 24 h, endogenous p38 δ was immunoprecipitated, and ability of precipitated p38 δ to phosphorylate ATF2 was measured. We used two antibodies to pull down p38 δ : one prepared in goats and a second in mice. This analysis revealed that expression of PKC δ or MEK3 enhances p38 δ activity (Fig. 2B). No precipitation was observed when anti-IgG was used in the pull-down as a negative control.

The ability of these kinases to produce a change in p21^{Cip1} expression predicts a physical interaction. To assess this, we infected cells with empty or FLAG-p38 δ encoding vector and prepared extracts for immunoprecipitation with anti-FLAG. Fig. 2C shows that PKC δ and MEK3 co-precipitate with FLAG-p38 δ , suggesting an interaction of p38 δ with PKC δ and MEK3. No precipitation was observed when anti-IgG was substituted for anti-FLAG (Fig. 2C). We also monitored the activity status of MEK3 and MEK3. In the presence of increased levels of PKC δ , there is a substantial increase in MEK3 activity as evidence by enhanced phosphorylation (Fig. 2D).

To further confirm a role for this cascade, we expressed PKC δ or MEK3 in the presence of DNp38 α . DNp38 α inhibits function of all p38 MAPK isoforms (41). Fig. 3A shows that DNp38 α inhibits PKC δ - and MEK3-dependent p21^{Cip1} promoter activity, confirming that p38 δ activity is required for activation of p21^{Cip1}. We also examined the impact of p38 δ knockdown and found that this also reduces the ability of PKC δ and MEK3 to activate p21^{Cip1} promoter activity (Fig. 3B). These findings suggest that a PKC δ /MEK3/p38 δ pathway regulates p21^{Cip1} expression.

p38 δ Response Elements in p21^{Cip1} Promoter—We hypothesized that p38 δ may regulate p21^{Cip1} gene promoter activity to increase p21^{Cip1} expression. To examine this, we transfected

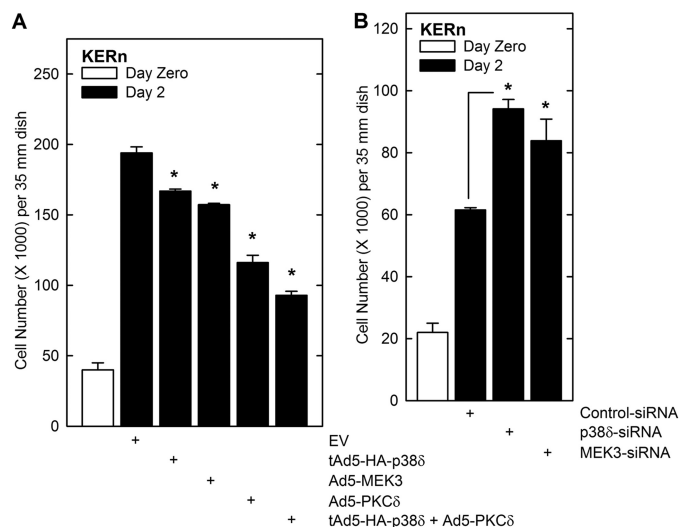


FIGURE 5. PKC δ , MEK3, and p38 δ alter keratinocyte proliferation. A, KERN were seeded at 15,000 cells per well in triplicate 35-mm dishes and permitted to attach. At time zero, the cells were infected with 15 MOI of the indicated adenovirus. After an additional 48 h, the cells were harvested and counted. The white bar indicates the cell count at time zero, and the black bars indicate the 48-h counts. Ad5-TA encoding virus (2.5 MOI) was included in each treatment (27). The values are mean \pm S.E. ($n = 3$). The asterisks indicate a significant difference, $p < 0.05$. B, KERN (1 million) were twice electroporated with 3 μ g of the indicated siRNA. After the second electroporation, 15,000 cells were seeded into six-well cluster wells, and cell number was assessed at time zero and 48 h later. The values are mean \pm S.E. ($n = 3$). The asterisks indicate a significant difference (*, $p < 0.05$).

keratinocytes with p21-2326 and monitored the impact of p38 δ on promoter activity. p21-2326 encodes the full-length p21^{Cip1} promoter and upstream regulatory region (Fig. 4A) (27, 38). Fig. 4, B and C, shows that p38 δ overexpression increases p21-2326 activity and confirms that this is associated with an increase in p21^{Cip1} protein. Moreover, we confirm that this activity is enhancer element-mediated, as p21-60, which encodes only the minimal promoter, is not regulated by p38 δ . These findings implicate p38 δ as regulating p21^{Cip1} gene expression.

To locate p21^{Cip1} promoter elements that mediate this regulation, we measured the impact of p38 δ on activity of a series of promoter deletion constructs. Fig. 4D shows that activity of the p21-2326 and p21-2001 constructs are increased in response to p38 δ , but that the shorter constructs are not. This suggests that DNA elements, located between nucleotides -2326/-1001, mediate this regulation. This region encodes two p53 response elements (Fig. 4A). To determine whether these elements are required for this regulation, we transfected keratinocytes with empty- or p38 δ -encoding expression plasmid and monitored the impact on activity of p21-2326 constructs encoding wild-type and mutant p53 binding sites. Fig. 4E shows that mutation of the p53 transcription factor binding sites produces a substantial reduction in promoter response to p38 δ .

PKC δ , MEK3, and p38 δ Suppress Keratinocyte Proliferation—Our findings suggest that PKC δ , MEK3, and p38 δ activate p21^{Cip1} expression, and we predict that this should be associated with reduced cell proliferation. To test this, KERN were plated at low density and on day zero infected with empty (EV) adenovirus or virus encoding PKC δ , MEK3, or p38 δ . After an additional 2 days, the cells were harvested and counted. Fig. 5A

PKC δ , p53, and Keratinocyte Proliferation

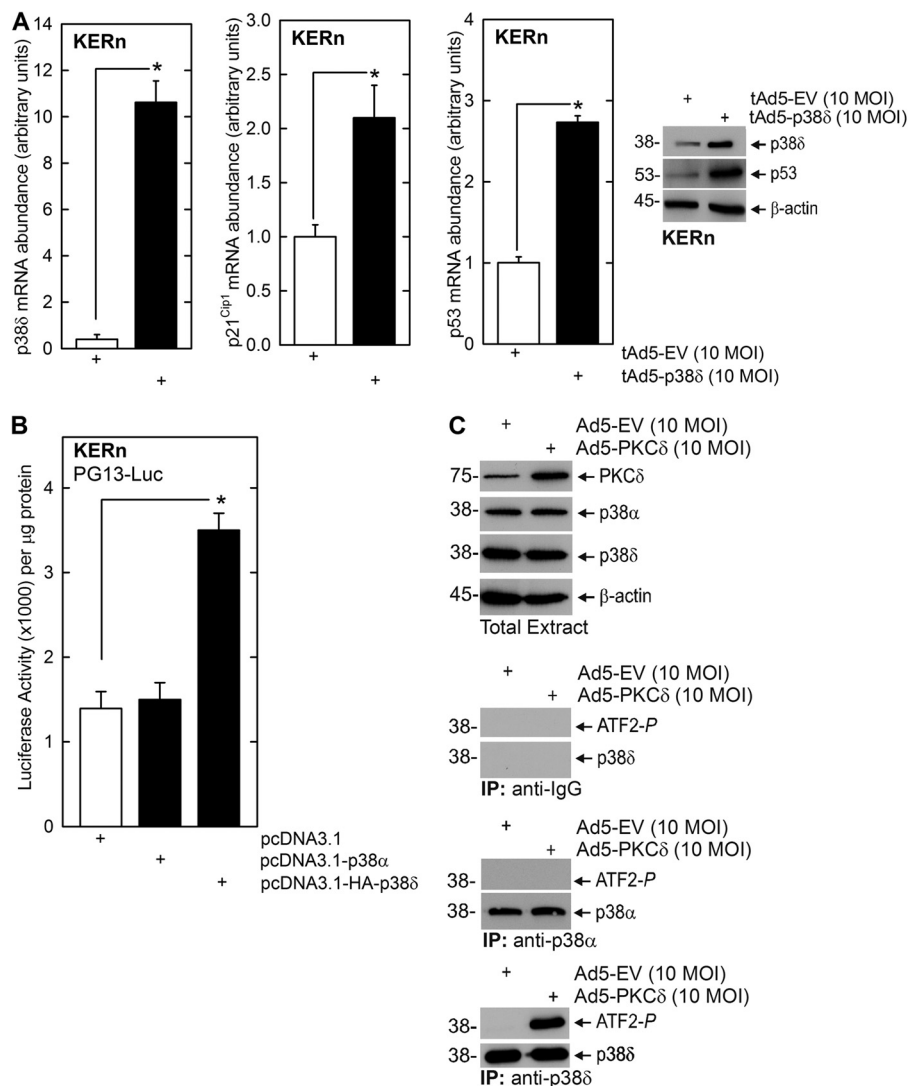


FIGURE 6. p53 is a downstream target of p38 δ . A, p38 δ increases p53 mRNA level. KERN were infected with 10 MOI of empty or p38 δ -encoding adenovirus and 2.5 MOI of Ad5-TA and after 24 and 48 h, respectively. Extracts were prepared for qRT-PCR assay of mRNA level or immunoblot to detect the indicated targets. The values are the mean \pm S.E. ($n = 3$). Significant differences are indicated by asterisks (*, $p < 0.005$). B, p38 δ increases p53 promoter activity. KERN were transfected with 1 μ g of PG13-Luc in the presence of 1 μ g of empty plasmid or plasmid encoding p38 δ or p38 α , and after 24 h, promoter activity was monitored. The values are mean \pm S.E. ($n = 4$), and the asterisks indicate a significant difference (*, $p < 0.005$). C, PKC δ activates p38 δ but not p38 α . KERN were infected with 10 MOI of empty or PKC δ encoding adenovirus. After 48 h, cell extracts were prepared, and 200 μ g of protein was immunoprecipitated with anti-p38 α or anti-p38 δ , and the ability to phosphorylate ATF2 was monitored. Similar results were observed in each of three experiments.

shows that PKC δ and MEK3 suppress proliferation, and a more dramatic reduction is observed when both PKC δ and p38 δ are present. These findings are consistent with a role for these kinases as proliferation suppressors. We also tested the inverse experiment and determined whether p38 δ - or MEK3 knock-down enhances proliferation. Indeed, as shown in Fig. 5B, loss of either kinase resulted in a 15 to 20% increase in cell number.

p53 Level Is Regulated by p38 δ —The fact that the p53 transcription factor binding sites appear important for p38 δ regulation of p21^{Cip1} gene expression suggests that p53 level may be regulated by p38 δ . Fig. 6A shows that p38 δ -expressing keratinocytes produce increased p53 mRNA and protein and increased p21^{Cip1} mRNA. Fig. 6B shows that the increase in p53 mRNA is associated with increased p53 (PG13-Luc) promoter activity. Moreover, the increase is specific for the p38 δ isoform, as the other major p38 isoform present in keratinocytes, p38 α ,

does not cause a significant increase. To further confirm that the regulation is selectively dependent upon p38 δ , and not p38 α which is abundant in keratinocytes (43, 44), we examined the impact of PKC δ expression on p38 α and p38 δ phosphorylation (activation). Cells were infected with control or PKC δ -encoding adenovirus and after 24 h p38 α or p38 δ were precipitated, and ability of the precipitated kinases to phosphorylate ATF2 was monitored. A control precipitation was performed with anti-IgG. These results show that PKC δ does not alter p38 α or p38 δ level and that only p38 δ is activated (phosphorylated) (Fig. 6C).

To further assess the role of p53, we electroporated cells with p53 siRNA and then challenged with p38 δ encoding or empty virus and monitored the impact on p21^{Cip1} mRNA level. As shown in Fig. 7A, expression of p38 δ substantially increases p21^{Cip1} mRNA level, and this increase is completely inhibited in

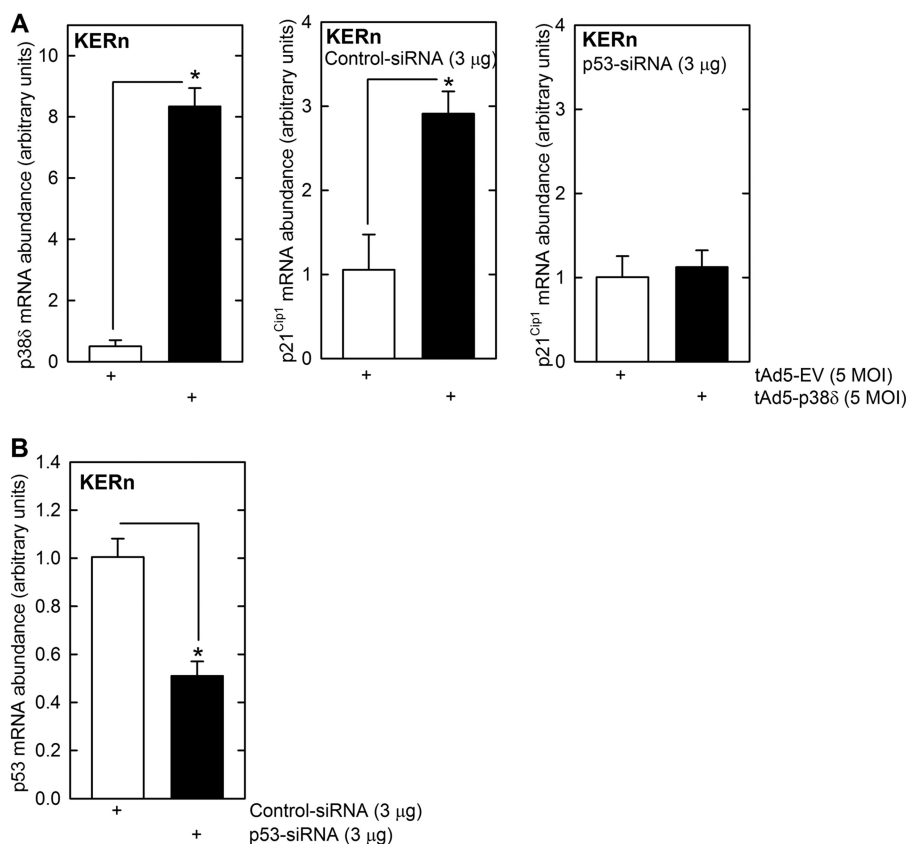


FIGURE 7. **p53 is required for the p38 δ -dependent increase in p21^{Cip1} expression.** *A*, KERN were electroporated with 3 μ g of control (scrambled) or p53-siRNA and after 48 h infected with 5 MOI of tAd5-EV or tAd5-p38 δ with 2.5 MOI of Ad5-TA. After an additional 24 h, cells were harvested to monitor mRNA levels by qRT-PCR. Values are mean \pm S.E. ($n = 4$). The asterisks indicate a significant difference (*, $p < 0.005$). Similar results were observed with other control and p53 siRNA indicating that these responses are not due to off-site actions (not shown). *B*, p53 siRNA reduces p53 mRNA level. This plot confirms that the p53-specific siRNA, delivered as outlined above, reduces p53 expression. Values are mean \pm S.E. ($n = 4$). The asterisks indicate a significant difference (*, $p < 0.005$).

the presence of p53 siRNA, confirming that increased p53 is required for the response. Fig. 7*B* shows that treatment with p53 siRNA reduces p53 encoding mRNA. These findings suggest that increased p53 level is required for PKC δ , MEK3, and p38 δ activation of the p21^{Cip1} promoter.

p38 δ Regulation of p53 and p21^{Cip1} Expression during Differentiation—The above studies implicate PKC δ and p38 δ in a cascade that activates p21^{Cip1} expression. We wanted to determine whether TPA and calcium, which activate keratinocyte differentiation and suppress keratinocyte proliferation (45), operate via this cascade. KERN were treated with TPA or calcium in the presence of rottlerin, a PKC δ inhibitor, or p38 δ knockdown using p38 δ siRNA, and the impact on p21-2326 activity was monitored. Fig. 8, *A* and *B*, show that TPA and calcium induce p21-2326 promoter activity and that this can be reduced by treatment with rottlerin or p38 δ siRNA.

To further assess the biological relevance of this regulation, we examined the impact of altering p38 δ level using a keratinocyte epidermal equivalent system. In this model, keratinocytes are grown at the air-liquid interface to produce a stratified, multilayered, and differentiated epidermal equivalent that closely mimics *in vivo* epidermis. This system can be used to assess biological response under *in vivo*-like conditions (46). Primary foreskin keratinocytes were electroporated with p38 δ or control siRNA and then transferred to Millicell chambers for

growth as epidermal equivalent cultures. Fig. 9*A* shows that the p38 δ siRNA treatment reduces p38 δ mRNA and that this is associated with reduced mRNA encoding p53 and p21^{Cip1}. Fig. 9*B* shows that forced reduction in p38 δ protein level also reduces p53 and p21^{Cip1} protein level. To assess the biological impact on differentiation and proliferation, we monitored morphology of the epidermal equivalent cultures. Fig. 9*C* shows that cultures expressing normal endogenous levels of p38 δ undergo appropriate differentiation and produce a multilayered tissue and stable cornified layer. In contrast, p38 δ knockdown cells produce a thicker structure comprised of additional layers that is characterized by the absence of a cornified layer, which is indicative of enhanced proliferation/reduced differentiation. The plot quantifies the increase in thickness that is observed in p38 δ or PKC δ knockdown cultures. These findings confirm, using an *in vivo*-like model, that p38 δ is required for p21^{Cip1} expression and differentiation-associated suppression of proliferation.

DISCUSSION

Protein kinase C and p38 MAPK control of cell proliferation has been studied in several systems, and p53 and p21^{Cip1} have been implicated in some of these studies. In most cases, this regulation involves PKC-dependent covalent modification and stabilization of p53. For example, reovirus infection of target

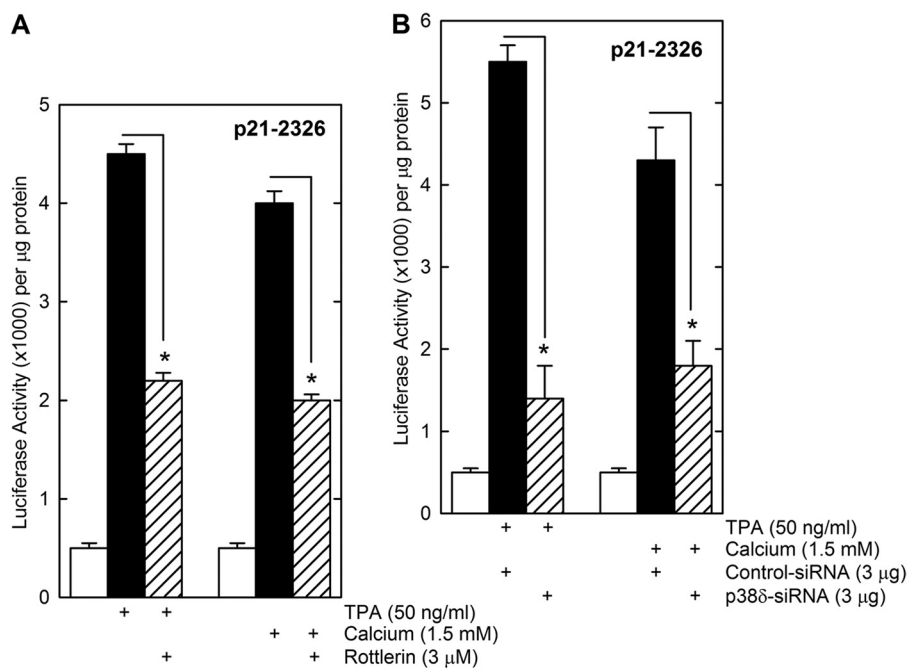


FIGURE 8. **Activation of p21^{Cip1} expression by keratinocyte differentiating agents.** A, KERn (1 million) were transfected with 0.5 μ g of p21-2326 and at 24 h after plating treated for 18 h with the indicated agent prior to preparation of extracts for luciferase assay. B, KERn (1 million each group) were electroporated with 3 μ g of control or p38 δ siRNA. At 48 h post-electroporation, the cells were harvested and counted, and 0.5 million cells from each group were re-electroporated with 1 μ g of endotoxin-free p21-2326 luciferase reporter plasmid. At 6-h post electroporation, the cells were treated with the indicated concentration of TPA or calcium. After an additional 24 h, cell extracts were prepared for luciferase assay. The values are mean \pm S.E. ($n = 3$). The asterisks indicate significant differences (*, $p < 0.005$).

cells increases PKC δ , RAS, and p38 MAPK signaling, leading to increased p53 Ser-1133 phosphorylation and stabilization (47) and treatment of dopaminergic neurons with nitric oxide increases p53 Ser-15 phosphorylation to stabilize p53 against proteasome degradation (48). In vascular smooth muscle cells, PKC δ increases p53 Ser-46 phosphorylation to increase p53 level, and peroxide treatment of aortic endothelial cells results in PKC δ -dependent accumulation of p53 (49). Some studies also implicate p38 MAPK as being important in PKC δ regulation of p53 gene expression. In smooth muscle cells, PKC δ regulation of p53 expression requires p38 MAPK (50). In human endometrial cancer cells, PKC δ activation leads to increased p53 and p21^{Cip1} expression in a process that is inhibited by GF109203X (51). Very few studies have described PKC δ activation of p53 gene transcription (50). Moreover, in those cases where alteration of p53 function involves p38 MAPK, the p38 isoform involved was not been identified (49).

Novel PKC isoforms are important regulators of keratinocyte function that increase MAPK signaling and the nuclear level of key transcription factors to activate expression of differentiation-associated genes (1, 11–20, 20, 21). PKC isoforms also regulate keratinocyte proliferation (11, 15, 22–25), and p21^{Cip1} is a key target (27). However, despite this progress, we have a limited understanding of the mechanisms whereby PKC δ regulates p21^{Cip1} level. Previous studies from our group indicate that Kruppel-like factor 4 and Sp1 transcription factors have a role (27). However, as p21^{Cip1} is a central controller of cell proliferation, it is expected that the regulation will be complex and that multiple/reinforcing mechanisms may exist.

Our present studies identify a novel PKC δ /MEK3/p38 δ /p53/p21^{Cip1} pathway that regulates PKC δ activation of p21^{Cip1}

expression in keratinocytes. This pathway involves PKC δ -dependent activation of MEK3 and p38 δ kinase, which increases p53 expression. p53, in turn, interacts with the p21^{Cip1} promoter via canonical p53 response elements to activate transcription, which ultimately leads to a reduction in cell proliferation (Fig. 9D). Also shown is a parallel signaling pathway wherein PKC δ acts via KLF4 to drive transcription via the proximal cluster of Sp1 binding sites (Fig. 9D) (27). It is interesting that although keratinocytes express several PKC isoforms (19, 21, 35), the form implicated as controlling proliferation in the present study is PKC δ . This is particularly intriguing, as PKC δ has been implicated as the isoform that drives keratinocyte differentiation (34, 52). This finding suggests that enhanced differentiation and reduced proliferation, which are key simultaneously occurring events during keratinocyte maturation, are controlled by a common pathway that involves PKC δ . It makes sense, in terms of regulatory efficiency, that a common pathway would control both processes.

It is also interesting that p38 δ is involved as a downstream mediator of PKC δ action to increase p53 and p21^{Cip1}. Keratinocyte express three p38 MAPK isoforms, p38 α , β , and δ . The major forms are p38 α and δ (34, 52). In the present study, we show that p38 δ activation, as evidenced by increased phosphorylation, is associated with increased p53 and p21^{Cip1} expression. In contrast, p38 α is not important as a regulator of p53 or p21^{Cip1}, as it produces minimal changes in expression of these genes and is not activated (phosphorylated) in response to PKC δ . In addition, a known downstream mediator of PKC δ -dependent keratinocyte differentiation (17, 41), MEK3, is required for activation of p53 and p21^{Cip1} expression.

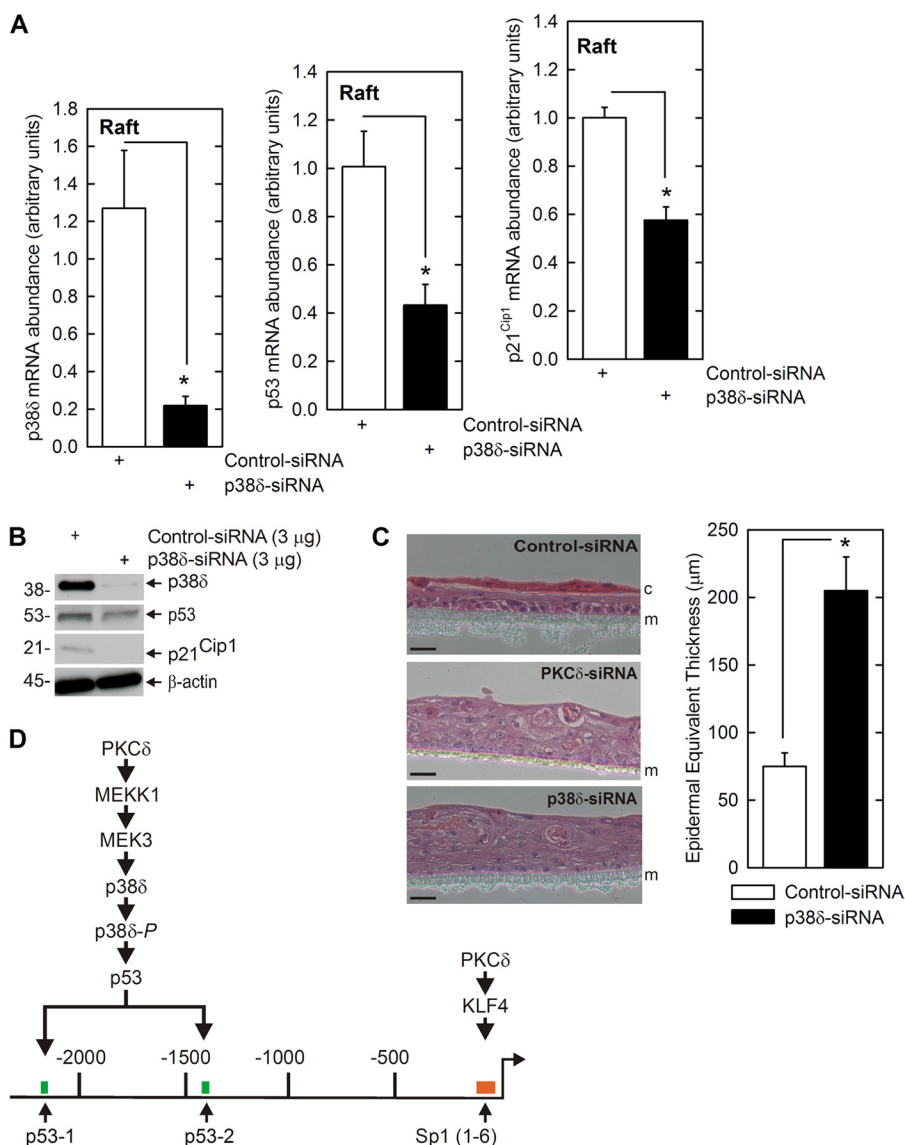


FIGURE 9. p38 δ regulates p21^{Cip1} expression and controls proliferation in epidermal equivalent model. *A*, p38 δ is required for expression of p53 and p21^{Cip1}. KERN were twice electroporated with control or p38 δ siRNA and then plated in Millicell wells to form stratified and differentiated epidermal equivalent cultures. After 4 days at the air-liquid interface, the cultures were harvested, and extracts were prepared for assay of p38 δ , p53, and p21^{Cip1} mRNA. The values are mean \pm S.E. ($n = 4$), and the asterisks indicate a significant difference ($*, p < 0.005$). Similar results were observed with other p38 δ siRNA, indicating that these responses are not due to off-site actions (not shown). *B*, p38 δ is required for expression of p53 and p21^{Cip1} proteins. Extracts were prepared from epidermal equivalents, maintained for 4 days at the air-liquid interface as described in *A*, and the level of the indicated proteins was monitored by immunoblot. Similar results were observed in each of three experiments. *C*, p38 δ is required for appropriate cell proliferation and differentiation. KERN were twice electroporated with control or p38 δ siRNA and seeded for epidermal equivalent culture. After 4 days at the air-liquid interface, the cultures were harvested and stained with H&E. The membrane (*m*) and cornified layer (*c*) are indicated. Similar results were observed in each of three experiments. The graph shows that loss of p38 δ expression results in reduced cornification and production of a thicker epidermal equivalent (increased proliferation). The values are mean \pm S.E. ($n = 6$). The asterisk indicates a significant difference ($*, p < 0.005$). *D*, a PKC δ /p53 regulatory pathway controls proliferation. Our studies suggest that PKC δ activates a MEKK1/MEK3/p38 δ mitogen-activated protein kinase module to increase p53 levels and that p53 then interacts with p53 response elements in the p21^{Cip1} promoter to increase p21^{Cip1} expression and reduce proliferation. Also indicated is PKC δ activation of KLF4 expression, which acts via the Sp1 response elements in the p21^{Cip1} promoter to drive transcription. This parallel PKC δ -activated pathway was described previously (27).

As mentioned above, previous reports in other systems indicate that PKC δ can increase p53 level. In most cases, this is associated with direct PKC δ -dependent phosphorylation of p53 (47, 48, 50), but in other cases, this involves activation of p53 gene transcription (50). However, the mechanism whereby PKC δ increases p53 gene expression is not well understood. In the present study, we show that PKC δ , MEK3, and p38 δ form a cascade that increase p53 expression as measured by increased p53 mRNA/protein level and promoter activity. We further show that knockdown of p38 δ eliminates the ability of PKC δ to

increase p21^{Cip1} mRNA, indicating that p38 δ is an essential upstream regulator of p53 level.

We also studied the link between increased p53 level and p21^{Cip1} promoter activation. These studies show that a key response element in the p21^{Cip1} promoter is located within nucleotides $-2626/-1001$ relative to the transcription start site which is located at nucleotide -1 . This region encodes two p53 protein binding elements located at nucleotides $-2281/-2261$ and $-1393/1374$. Mutation of these sites results in loss of promoter activity, suggesting that p53 interaction at these

sites, in response to PKC δ /MEK3/p38 δ activation, drives the increase in transcription.

To assess the physiological relevance of this regulation, we confirmed that this pathway is activated following treatment with agents (TPA and calcium) that suppress keratinocyte proliferation. We also used a stratifying epidermal equivalent model system where cells are grown at the air-liquid interface (42, 46). This is a particularly useful model because these cells closely mimic the *in vivo* epidermal differentiation process. Our studies show that knockdown of p38 δ in this system results in reduced p53 and p21^{Cip1} expression. In addition, loss of p38 δ resulted in formation of a thicker epidermal equivalent that did not include a cornified layer. These studies strongly suggest that the PKC δ /MEK3/p38 δ /p53/p21^{Cip1} cascade is likely to be functional in *in vivo* epidermis.

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