

Cohn Mark A
Form 4
December 11, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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).

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 *
Cohn Mark A

2. Issuer Name and Ticker or Trading Symbol
CHRISTOPHER & BANKS CORP
[CBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20520 EXCELSIOR BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2012

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

SHOREWOOD, MN 55331
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/07/2012		S	8,300 D 4,5603	59,210 ⁽⁴⁾	D	
					<u>(3)</u>		

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

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SEC 1474 (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.
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
					Code	V	(A)	(D)		
Stock Option (Right to Buy)	\$ 30.78						04/02/2007 ⁽¹⁾	10/02/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 14.63						02/01/2008 ⁽¹⁾	08/01/2017	Common Stock	12,000
Stock Option (Right to Buy)	\$ 8.69						01/30/2009 ⁽¹⁾	07/30/2018	Common Stock	12,000
Stock Option (Right to Buy)	\$ 6.98						01/29/2010 ⁽²⁾	07/29/2019	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohn Mark A 20520 EXCELSIOR BOULEVARD SHOREWOOD, MN 55331		X		

Signatures

Sandra L. Miller,
Attorney-in-Fact

12/11/2012

 **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).

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- (1) The reporting person was granted an option that becomes fully exercisable six months after the date of grant, beginning the date shown.
- (2) The reporting person was granted an option that shall vest and become exercisable in cumulative incremental installments of 33% at six months, eighteen months and 30 months from the date of grant, beginning the date shown.

The price reported is the weighted average sale price for the transactions reported. The prices shares were sold for ranged from \$4.500 to
- (3) \$4.590. The reporting person will provide to the issuer, a security holder of the issuer or the SEC staff, upon request, full information regarding the number of shares sold at each price within the range.
- (4) This number includes restricted stock awards.

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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