

CHRISTOPHER & BANKS CORP

Form 4

March 18, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stemper Cindy J

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)

2400 XENIUM LANE NORTH

(Street)

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

03/15/2014

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

SVP, Human Resources

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
Person

PLYMOUTH, MN 55441

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	03/15/2014		F ⁽⁵⁾		489	D	\$ 0
					12,672	⁽⁶⁾	D

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

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information contained in this form are not
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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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.58					09/27/2011 ⁽¹⁾ 09/27/2020	Common Stock	17,250
Employee Stock Option (Right to Buy)	\$ 6.28					04/18/2012 ⁽²⁾ 04/18/2021	Common Stock	26,236
Employee Stock Option (Right to Buy)	\$ 1.91					03/29/2013 ⁽³⁾ 03/29/2022	Common Stock	29,272
Employee Stock Option (Right to Buy)	\$ 6.25					03/15/2014 ⁽⁴⁾ 03/15/2023	Common Stock	7,336

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stemper Cindy J 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, Human Resources	

Signatures

Sandra L. Miller,
Attorney-in-Fact 03/18/2014

__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).
- (1) On September 27, 2010, the reporting person was granted an option to purchase 17,250 shares of common stock. The option vests equally in three annual installments beginning on September 27, 2011.
- (2) On April 18, 2011, the reporting person was granted an option to purchase 26,236 shares of common stock. The option vests in three annual installments of 8,746 shares on April 18, 2012; 8,745 shares on April 18, 2013; and 8,745 shares on April 18, 2014.
- (3) On March 29, 2012, the reporting person was granted an option to purchase 29,272 shares of common stock. The option vests in three annual installments of 9,758 shares on March 29, 2013; 9,757 shares on March 29, 2014; and 9,757 shares on March 29, 2015.
- (4) On March 15, 2013, the reporting person was granted an option to purchase 7,336 shares of common stock. The option vests in three annual installments of 2,446 shares on March 15, 2014; 2,445 shares on March 15, 2015; and 2,445 shares on March 15, 2016.
- (5) On March 15, 2014, shares of restricted stock vested for the reporting person. The reporting person used a portion of the shares that vested to satisfy the payroll tax liability as a result of the vesting of the shares.
- (6) 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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