

CHRISTOPHER & BANKS CORP
 Form 4
 March 20, 2017

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 *
 Ungerman Marc

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)
 03/16/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Controller

PLYMOUTH, MN 55441

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

(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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	13,907 ⁽¹⁾	D	

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.39					11/12/2016 ⁽²⁾ 11/12/2025	Common Stock	15,609
Employee Stock Option (Right to Buy)	\$ 2.12					09/01/2017 ⁽³⁾ 09/01/2026	Common Stock	43,000
Employee Stock Option (Right to Buy)	\$ 1.28	03/16/2017		A	45,000	03/16/2018 ⁽⁴⁾ 03/16/2027	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ungerma Marc 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			VP, Controller	

Signatures

/s/Brook T. Nuernberg,
Attorney-in-Fact

03/20/2017

**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) This number includes restricted stock awards.
- (2) On November 12, 2015, the reporting person was granted an option to purchase 15,609 shares of the Company's Common Stock. The option vests in three annual installments of 5,203 shares on each of November 12, 2016, November 12, 2017 and November 12, 2018.
- (3)

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On September 1, 2016, the reporting person was granted an option to purchase 43,009 shares of the Company's Common Stock. The option vests in three annual installments of 14,337 shares on September 1, 2017, 14,336 shares on September 1, 2018 and 14,336 shares on September 1, 2019.

- (4) On March 16, 2017, the reporting person was granted an option to purchase 45,000 shares of the Company's Common Stock. The option vests in three annual installments of 15,000 shares on each of March 16, 2018, March 16, 2019 and March 16, 2020.

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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