

CHRISTOPHER & BANKS CORP
 Form 4
 March 18, 2014

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 *
 Dahl Monica L

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
 Officer (give title below) _____ Other (specify below)
 SVP, Marketing

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 | 03/15/2014 | | F ⁽¹⁰⁾ | V Amount (D) Price | 34,972 ⁽¹¹⁾ ₍₁₂₎ \$ 0 | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 17.9 | | | | | 05/10/2005 ⁽¹⁾ 05/10/2014 | Common Stock | 4,000 |
| Employee Stock Option (right to buy) | \$ 16.41 | | | | | 11/03/2005 ⁽²⁾ 11/03/2014 | Common Stock | 18,000 |
| Employee Stock Option (right to buy) | \$ 19.45 | | | | | 02/07/2007 ⁽³⁾ 02/07/2016 | Common Stock | 16,500 |
| Employee Stock Option (right to buy) | \$ 17.98 | | | | | 04/18/2008 ⁽⁴⁾ 04/18/2017 | Common Stock | 12,600 |
| Employee Stock Option (Right to Buy) | \$ 10.56 | | | | | 04/14/2009 ⁽⁵⁾ 04/14/2018 | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 10.8 | | | | | 04/19/2011 ⁽⁶⁾ 04/19/2020 | Common Stock | 20,200 |
| Employee Stock Option (Right to Buy) | \$ 6.28 | | | | | 04/18/2012 ⁽⁷⁾ 04/18/2021 | Common Stock | 31,483 |

Buy)

| | | | | | |
|--------------|---------|---------------------------|------------|--------------|--------|
| Common Stock | \$ 1.91 | 03/29/2013 ⁽⁸⁾ | 03/29/2022 | Common Stock | 36,995 |
| Common Stock | \$ 6.25 | 03/15/2014 ⁽⁹⁾ | 03/15/2023 | Common Stock | 9,301 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dahl Monica L 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441 | | | SVP, Marketing | |

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 May 10, 2004, the reporting person was granted an option to purchase 12,000 shares of common stock. The option vests equally in three annual installments beginning on May 10, 2005.
- (2) On November 3, 2004, the reporting person was granted an option to purchase 18,000 shares of common stock. The option vests equally in three annual installments beginning on November 3, 2005.
- (3) On February 7, 2006, the reporting person was granted an option to purchase 16,500 shares of common stock. The option vests equally in three annual installments beginning on February 7, 2007.
- (4) On April 18, 2007, the reporting person was granted an option to purchase 12,600 shares of common stock. The option vests equally in three annual installments beginning on April 18, 2008.
- (5) On April 14, 2008, the reporting person was granted an option to exercise 15,000 shares of Common Stock. The option vests equally in three annual installments beginning on April 14, 2009.
- (6) On April 19, 2010, the reporting person was granted an option to exercise 20,200 shares of Common Stock. The option vests in three annual installments of 6,733 shares on April 19, 2011, 6,733 shares on April 19, 2012 and 6,734 shares on April 19, 2013.
- (7) On April 18, 2011, the reporting person was granted an option to exercise 31,483 shares of Common Stock. The option vests in three annual installments of 10,495 shares on April 18, 2012, 10,494 shares on April 18, 2013 and 10,494 shares on April 18, 2014.
- (8) On March 29, 2012, the reporting person was granted an option to exercise 36,995 shares of Common Stock. The option vests in three annual installments of 12,331 shares on March 29, 2013, 12,332 shares on March 29, 2014 and 12,332 shares on March 29, 2015.
- (9) On March 15, 2013, the reporting person was granted an option to exercise 9,301 shares of the Company's Common Stock. The option vests in three annual installments of 3,101 shares on March 15, 2014; 3,100 shares on March 15, 2015; and 3,100 shares on March 15, 2016.
- (10) 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.
- (11) This number includes restricted stock awards.
- (12) The total number of shares held was over-reported by 10,500 shares since May 31, 2009 and has been incorrectly reported on all subsequent filings to-date. The total held has been adjusted in this filing to reflect the correct number of shares held and the Company is

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in the process of filing a Form 4 dated May 31, 2009.

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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