CHRISTOPHER & BANKS CORP

Form 4 April 16, 2008

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Nagler Lorna			ing Person *	Symbol		Ticker or Trading & BANKS CORP	5. Relationship of Reporting Person(s) to Issuer				
					OFFIER	& BANKS CORF	(Check all applicable)				
	(Last)	(First)	(Middle)		Earliest T	ransaction	Director _X_ Officer (giv	10%			
2400 XENIUM LANE N				(Month/D	•		below)	below)	er (speerry		
				04/14/20	008		President & Chief Exec Officer				
(Street)			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				
	PLYMOUT	H, MN 55346					Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table	e I - Non-I	Derivative Securities Acq	quired, Disposed o	of, or Beneficial	lly Owned		
	1.Title of	2. Transaction	Date 2A. Dee	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o		
	Security	(Month/Day/V	ear) Executiv	on Date if	Transacti	on(A) or Disposed of	Securities	Form: Direct	Indirect		

		Table	: 1 - MOII-DO	iivative S	ccurit	ies Acq	juii cu, Disposcu o	i, oi benenciai	ly Owned
1.Title of	2. Transaction Date		3.	4. Securiti		•	5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	on(A) or Disposed of (D)			Securities Beneficially Owned		Indirect Beneficial Ownership
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)					
						Following Reported	(Instr. 4)	(Instr. 4)	
					(A) or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(Ilisti. 3 alid 4)		
Common Stock (1)	04/14/2008		A	49,300	A	\$0	89,300	D	
Common Stock (2)	04/14/2008		A	25,700	A	\$0	115,000	D	
Common Stock (3)	04/14/2008		A	50,000	A	\$0	165,000	D	

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) (4)	\$ 12.08	08/31/2007		M	98,700	08/31/2008	08/31/2017	Common Stock	98,700
Employee Stock Option (Right to Buy) (5)	\$ 10.56	04/14/2008		M	98,700	04/14/2009	04/14/2018	Common Stock	98,700
Employee Stock Option (Right to Buy) (6)	\$ 10.56	04/14/2008		M	22,600	04/14/2009	04/14/2018	Common Stock	22,600

Reporting Owners

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J

Director 10% Owner Officer Other

Nagler Lorna 2400 XENIUM LANE N PLYMOUTH, MN 55346

President & Chief Exec Officer

Signatures

Sandra Miller, Attorney-in-Fact 04/16/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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).
 - On April 14, 2008, the reporting person was granted 49,300 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture based on pre-determined corporate financial performance criteria for fiscal year 2009. Following the
- (1) completion of fiscal 2009, a determination will be made as to whether the performance-based restrictions lapse as to some or all of the Restricted Stock. To the extent that the performance-based restrictions lapse, a portion of the shares vest immediately and a portion of the shares vest as follows: (i) one-third as of the date the performance-based restrictions lapse and (ii) one-third each on April 14, 2010 and April 14, 2011.
 - On April 14, 2008, the reporting person was granted 25,700 shares of Common Stock pursuant to a Restricted Stock Agreement but such grant requires the approval of the Company's shareholders at its 2008 Annual Meeting. The shares are subject to forfeiture based on
- (2) pre-determined corporate financial performance criteria for fiscal year 2009. Following the completion of fiscal 2009, a determination will be made as to whether the performance-based restrictions lapse as to some or all of the Restricted Stock. To the extent that the performance-based restrictions lapse, then the shares vest as follows: (i) one-third as of the date the performance-based restrictions lapse and (ii) one-third each on April 14, 2010 and April 14, 2011.
- On April 14, 2008, the reporting person was granted 50,000 shares of Common Stock pursuant to a Restricted Stock Agreement but such grant requires the approval of the Company's shareholders at its 2008 Annual Meeting. The shares are subject to forfeiture and are scheduled to vest on April 14, 2011 pursuant to the terms of the Restricted Stock Agreement.
- On August 31, 2007, the reporting person was granted an option to exercise 98,700 shares of common stock. The option vests equally in three annual installments beginning on August 31, 2008.
- (5) On April 14, 2008, the reporting person was granted an option to exercise 98,700 shares of Common Stock. The option vests equally in three annual installments beginning on April 14, 2009.
- On April 14, 2008, the reporting person was granted an option to exercise 22,600 shares of Common Stock but such grant requires the approval of the Company's shareholders at its 2008 Annual Meeting. The option vests equally in three annual installments beginning on April 14, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.