Cohn Mark A Form 4 July 30, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person *

Cohn Mark A

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

CHRISTOPHER & BANKS CORP

[CBK]

(Month/Day/Year)

3. Date of Earliest Transaction

X_ Director Officer (give title below)

10% Owner Other (specify

20520 EXCELSIOR BOULEVARD 07/29/2009

(First)

(State)

(Street)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X 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

Issuer

SHOREWOOD, MN 55331

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially Beneficial (D) or Owned Ownership Indirect (I) Following (Instr. 4) (Instr. 4) Reported

D

(A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 07/29/2009 Stock

 $A^{(1)}$ 10,000 D \$0 $10,000^{(4)}$

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

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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. Transacti Code (Instr. 8)	5. Number of or 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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (Right to Buy)	\$ 30.78					04/02/2007(2)	10/02/2016	Common Stock	10,0
Stock Option (Right to Buy)	\$ 14.63					02/01/2008(2)	08/01/2017	Common Stock	12,0
Stock Option (Right to Buy)	\$ 8.69					01/30/2009(2)	07/30/2018(5)	Common Stock	12,0
Stock Option (Right to Buy)	\$ 6.98	07/29/2009		A	36,000	01/29/2010(3)	07/29/2019	Common Stock	36,0

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

Cohn Mark A 20520 EXCELSIOR BOULEVARD X SHOREWOOD, MN 55331

Signatures

Sandra Miller, Attorney-in-Fact 07/30/2009

**Signature of Reporting Person Dat

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 July 29, 2009, the reporting person was awarded 10,000 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares awarded are subject to forfeiture and are restricted from sale for a period of six months from the date of grant.

Reporting Owners 2

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- (2) The reporting person was granted an option that becomes fully exercisable six months after the date of grant, beginning the date shown.
- (3) 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.
- (4) This number includes restricted stock awards.
- (5) The date of expiration was inaccurately reported on prior filings and has been corrected.

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.