Bassett Martin Form 4/A July 30, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 A<br>Bassett Mart        | ddress of Reporting P<br>tin            | Symbol  | r Name <b>and</b> Ticker or Trading  TOPHER & BANKS CORI | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)  |  |  |
|--------------------------------------|---|---|--|--|--|--|
| (Last) 998 SHADY                     | (First) (M                              |   | •  | _X_ Director 10% Owner<br>Officer (give title below) Other (specify below)   |  |  |
| WAYZATA                              | (Street)<br>., MN 55391                 |   | endment, Date Original<br>nth/Day/Year)<br>010           | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person               |  |  |
| (City)                               | (State) (Z                              | Zip) Table  | le I - Non-Derivative Securities                         | acquired, Disposed of, or Beneficially Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code Disposed of (D)                                     | 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following Reported Transaction(s) (Instr. 3 and 4) |  |  |
| Common<br>Stock                      |   |   |  | 23,606 (6) (7) 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab<br>Date<br>(Month/Day/Year | ·               | 7. Title and A Underlying S (Instr. 3 and 4 | eci        |
|---|---|--------------------------------------|---|---|---|--|-----------------|---|------------|
|   |   |                                      |   | Code V                                  | (A) (D)   | Date Exercisable                             | Expiration Date | Title                                       | A or No of |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 10.2   |                                      |   |   |   | 11/20/2008(1)                                | 05/20/2018      | Common<br>Stock                             | 7          |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 8.69   |                                      |   |   |   | 01/30/2009(1)                                | 07/30/2018(3)   | Common<br>Stock                             | 1          |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 6.98   |                                      |   |   |   | 01/29/2010(2)                                | 07/29/2019      | Common<br>Stock                             | 3          |
| Restricted<br>Stock Unit                            | \$ 0 (4)  | 07/27/2010                           |   | A(5)(7)                                 | 9,523<br>(5)  | (5)  | (5)             | Common<br>Stock                             | 9          |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |
|--------------------------------|---------------|-----------|---------|-------|--|
| r g                            | Director      | 10% Owner | Officer | Other |  |
| Bassett Martin                 |               |           |         |       |  |
| 998 SHADY LANE EAST            | X             |           |         |       |  |
| WAYZATA, MN 55391              |               |           |         |       |  |

### **Signatures**

Sandra Miller, Attorney-in-Fact 07/30/2010

\*\*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) The reporting person was granted an option that becomes fully exercisable six months after the date of grant, beginning the date shown.
- 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.

Reporting Owners 2

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- (3) The date of expiration was inaccurately reported on prior filings and has been corrected.
- (4) Each restricted stock unit represents a contingent right to receive one share of Christopher & Banks Common Stock.
  - On July 27, 2010, the reporting person was awarded the right to receive 9,523 shares of Common Stock pursuant to a Restricted Stock
- (5) Agreement. The rights awarded vest immediately. Vested shares will be delivered to the reporting person following retirement from the Board of Christopher & Banks.
- (6) This number includes restricted stock awards.
- (7) This filing is being amended to correctly reflect the grant of restricted stock units, which have been removed from Table I and added to Table II.

#### **Remarks:**

#### THIS FORM HAS BEEN AMENDED TO MOVE THE RESTRICTED STOCK UNITS FROM TABLE I TO TABLE II AN

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.