

LYFTOGT MICHEAL J  
Form 4  
April 20, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
LYFTOGT MICHEAL J

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)  
04/18/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Chief Financial Officer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/18/2011		A <sup>(9)</sup>	5,971 A \$ 0	19,565	D	
Common Stock	04/18/2011		A <sup>(10)</sup>	8,957 A \$ 0	28,522	D	
Common Stock	04/19/2011		D <sup>(11)</sup>	246 D \$ 0	28,276 <sup>(12)</sup>	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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.4667					01/07/2003 <sup>(1)</sup>	01/07/2012	Common Stock	11,200
Employee Stock Option (Right to Buy)	\$ 18.33					01/06/2005 <sup>(2)</sup>	01/06/2014	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 19.45					02/07/2007 <sup>(3)</sup>	02/07/2016	Common Stock	8,200
Employee Stock Option (Right to Buy)	\$ 17.98					04/18/2008 <sup>(4)</sup>	04/18/2017	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 10.56					04/14/2009 <sup>(5)</sup>	04/15/2018	Common Stock	3,400
Employee Stock Option (Right to Buy)	\$ 4.18					04/14/2010 <sup>(6)</sup>	04/14/2019	Common Stock	15,000
Employee Stock	\$ 10.8					04/19/2011 <sup>(7)</sup>	04/19/2020	Common Stock	5,500



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criteria have been met or exceeded. If the threshold level of performance is not met for any of the financial performance criteria, all of the Restricted Stock is forfeited. To the extent that the performance-based restrictions lapse as to some or all of the Restricted Stock, then the shares vest as follows: (i) two-thirds as of the date the performance-based restrictions lapse in fiscal 2013 and (ii) one-third on April 18, 2014.

- (11) On April 19, 2011, shares of restricted stock vested for the reporting person. The reporting person used shares of that restricted stock to satisfy the payroll tax liability as a result of the vesting of the shares.
- (12) This number includes restricted stock awards.

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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