Cohn Mark A Form 4 July 29, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Cohn Mark A

CHRISTOPHER & BANKS CORP

(Check all applicable)

[CBK]

(Last)

(Middle)

3. Date of Earliest Transaction

4. If Amendment, Date Original

X Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

20520 EXCELSIOR BOULEVARD 07/27/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

SHOREWOOD, MN 55331

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

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

6. Ownership 7. Nature of 4. Securities Acquired 5. Amount of Securities Form: Direct Indirect Beneficially Beneficial (D) or Owned Ownership Indirect (I) Following (Instr. 4) (Instr. 4) Reported

D

(A) or Amount Code V (D) Price

Transaction(s) (Instr. 3 and 4)

Common 07/27/2011 Stock

11,382 \$0 A 25,905 (4) (3)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: Cohn Mark A - Form 4

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. Dr.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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 30.78					04/02/2007(1)	10/02/2016	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 14.63					02/01/2008(1)	08/01/2017	Common Stock	12,000	
Stock Option (Right to Buy)	\$ 8.69					01/30/2009(1)	07/30/2018	Common Stock	12,000	
Stock Option (Right to Buy)	\$ 6.98					01/29/2010(2)	07/29/2019	Common Stock	36,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Cohn Mark A 20520 EXCELSIOR BOULEVARD SHOREWOOD, MN 55331	X					

Signatures

Sandra L. Miller, Attorney-in-Fact 07/29/2011

***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).

Reporting Owners 2

Edgar Filing: Cohn Mark A - Form 4

- (1) The reporting person was granted an option that becomes fully exercisable six months after the date of grant, beginning the date shown.
- (2) 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.
- On July 27, 2011, the reporting person was awarded 11,382 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares awarded vest immediately and are not restricted from sale for any specified period of time following the grant.
- (4) 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. 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.