Edgar Filing: WALLER JOEL N - Form 4

WALLER JO Form 4											
April 02, 201 FORM	4 UNITED	Washington, D.C. 20549								PPROVAL 3235-0287	
if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er STATE 5. Filed pu ^s Section 17	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							burden hou response	Estimated average burden hours per response 0.5	
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> WALLER JOEL N			2. Issuer Name and Ticker or Trading Symbol CHRISTOPHER & BANKS CORP [CBK]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 2400 XENIU	(First) JM LANE NOF	(Middle) RTH	3. Date of (Month/D 03/29/20	-	ansaction			Director X Officer (give below) Pres		Owner er (specify	
				f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PLYMOUTH	H, MN 55441							Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securiti on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/29/2012			А	26,178 (2)	A	\$0	151,178 <u>(3)</u>	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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1. Title of Derivative Security	2. 3. Transaction Date 3A. Deemed Conversion (Month/Day/Year) Execution Date, if or Exercise any		4. Transacti Code	5. 6. Date Exercisat orNumber Expiration Date of (Month/Day/Yea			7. Title and Amount of Underlying Securities8(Instr. 3 and 4)S		
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	× 3 /			~	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.5					12/13/2012 <u>(1)</u>	12/14/2021	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WALLER JOEL N 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			President and CEO				
Signatures							
Sandra L. Miller, Attorney-in-Fact	04	/02/2012					

**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).
- The reporting person was granted an option that becomes fully exercisable twelve months after the date of grant on the date shown. The(1) option is subject to accelerated vesting in the event the reporting person is terminated by the Company, other than for cause, and accelerated vesting on a pro rata basis in the event of his death or disability.

On March 29, 2012, the reporting person was granted 26,178 shares of Common Stock pursuant to a Restricted Stock Agreement. All of the shares are subject to forfeiture based on pre-determined corporate financial performance criteria for the fiscal year ending February 3, 2013 ("Fiscal 2012"). Following completion of Fiscal 2012, a determination will be made if the threshold financial performance has been

- (2) Lots ("Ised 2012). Following completion of itsed 2012, a determination will be indee it the direction interface has been met or exceeded. If the threshold level of performance is not met for the financial performance criteria, all of the Restricted Stock is forfeited. To the extent that the performance-based restrictions lapse as to the Restricted Stock, then 50% of the shares vest following this determination and 50% on March 29, 2014.
- (3) 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.