Rice Michelle Form 4 December 28, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

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 \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Rice Michelle

CHRISTOPHER & BANKS CORP [CBK]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify below) below)

2400 XENIUM LANE NORTH

(Street)

12/27/2012

SVP, Store Operations

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4) Price

\$0

Common

Stock

12/27/2012

Code V Amount (D)

 $567 \frac{(5)}{}$  D

D

40,373 (6)

D

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)

(9-02)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5		7. Title and Underlying 3 (Instr. 3 and	Securities 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.78					04/19/2011(1)	04/19/2020	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 6.18					10/27/2011(2)	10/27/2020	Common Stock	14,400
Employee Stock Option (Right to Buy)	\$ 6.28					04/18/2012(3)	04/18/2021	Common Stock	26,236
Common Stock	\$ 1.91					03/29/2013(4)	03/29/2022	Common Stock	34,399

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
Rice Michelle 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, Store Operations			

## **Signatures**

Barbara J Spilane,	12/28/2012	
Attorney-in-Fact	12/20/2012	
**Signature of Reporting Person	Date	

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### **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 April 19, 2010, the reporting person was granted an option to exercise 2,500 shares of Common Stock. The option vests in three annual installments of 833 shares on April 19, 2011, 833 shares on April 19, 2012 and 834 shares on April 19, 2013.
- On October 27, 2010, the reporting person was granted an option to exercise 14,400 shares of Common Stock. The option vests in three annual installments of 4,800 shares on each of October 27, 2011, October 27, 2012 and October 27, 2013.
- (3) On April 18, 2011, the reporting person was granted an option to exercise 26,236 shares of Common Stock. The option vests in three annual installments of 8,746 shares on April 18, 2012, 8,745 shares on April 18, 2013 and 8,745 shares on April 18, 2014.
- On March 29, 2012, the reporting person was granted an option to exercise 34,399 shares of Common Stock. The option vests in three annual installments of 11,467 shares on March 29, 2013, 11,466 shares on March 29, 2014 and 11,466 shares on March 29, 2015.
- On December 27, 2012, shares of restricted stock vested for the reporting person. The reporting person used a portion of the shares that vested to satisfy the payroll tax liability as a result of the vesting of the shares.
- (6) 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.