Edgar Filing: MICHIELUTTI PETER G - Form 4

MICHIELUT Form 4 January 09, 2		G									
FORM						OMB APPROVAL					
	UNII	'ED STA		[TIES A] hington,]			NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe	ar								Expires:	January 31,	
subject to STATEMENT OF CHANG.				GES IN BENEFICIAL OW SECURITIES				NERSHIP OF	Estimated a	2005 average	
									burden hou	rs per	
Form 5 Filed pursuant to Section 16(a)					Securiti	es Ex	chanc	The Act of $103/$	response	0.5	
obligation may contin <i>See</i> Instruct 1(b).	s Section	17(a) of		lity Hold	ing Com	pany	Act o	f 1935 or Sectio	n		
(Print or Type R	esponses)										
MICHIELUTTI PETER G Symbol				r Name and Ticker or Trading TOPHER & BANKS CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle	e) 3. Date of 1	Earliest Tra	nsaction			Director	10%	Owner	
				Month/Day/Year) 11/07/2013				XOfficer (give titleOther (specify below) below) SVP, Chief Financial Officer			
(Street) 4. If A			4. If Amen	If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
PLYMOUTH	H, MN 5544	1	Filed(Mont	h/Day/Year)				Applicable Line) _X_ Form filed by 0 Form filed by N			
								Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Ionth/Day/Year) Execution Dat any (Month/Day/Y		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			SecuritiesFBeneficially(IOwnedIn	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	01/07/2013	3		D	3,890 (2)	D	\$ 0	31,647 <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)

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. Transactio Code (Instr. 8)	5. of Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 1.86					04/19/2013(1)	04/23/2022	Common Stock	30,000

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MICHIELUTTI PETER G 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, Chief Financial Officer				
Signatures							
Sandra L. Miller, Attorney-in-Fact	01	/09/2013					

Date

**Signature of Reporting Person

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).

On April 23, 2012, the reporting person was granted an option to purchase 30,000 shares of the Company's Common Stock that becomes
 (1) fully exercisable on April 19, 2013. The 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.

- (2) On January 7, 2013, 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.
- (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.