Dahl Monica L Form 4 April 02, 2012

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form: Direct Indirect

Beneficial

Ownership

(Instr. 4)

(D) or

D

Indirect (I)

(Instr. 4)

Form 4 or Form 5 obligations may continue. See Instruction

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).

Security

(Instr. 3)

Common

Stock

(Month/Day/Year)

03/29/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * Dahl Monica L			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 XENI	(Last) (First) (Middle) 2400 XENIUM LANE NORTH		3. Date of Earl (Month/Day/Y 03/29/2012	Year)	saction	Director 10% OwnerX_ Officer (give titleX Other (specify below)				
(Street)			4. If Amendme	ent, Date (	Original	6. Individual or Joint/Group Filing(Check				
PLYMOUT	TH, MN 55441		Filed(Month/Da	ay/Year)		Applicable Line) _X_ 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	2. Transaction I	Date 2A. Deem	ed 3.	4	1. Securities Acquired	5. Amount of	6. Ownership 7. Nature of			

Code

(Instr. 8)

Code

 $A^{(10)}$ 

Transaction (A) or Disposed of

Amount

22,382

(Instr. 3, 4 and 5)

(A)

or

(D)

A

Price

\$0

(D)

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

Execution Date, if

(Month/Day/Year)

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.

SEC 1474

(9-02)

Securities

Following

Reported

Transaction(s)

(Instr. 3 and 4)

99,712 (11)

Owned

Beneficially

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

### Edgar Filing: Dahl Monica L - 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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D		Expiration Date	Title	An or Nu of S
Employee Stock Option (right to buy)	\$ 17.9					05/10/2005(1)	05/10/2014	Common Stock	4,
Employee Stock Option (right to buy)	\$ 16.41					11/03/2005(2)	11/03/2014	Common Stock	18
Employee Stock Option (right to buy)	\$ 19.45					02/07/2007(3)	02/07/2016	Common Stock	16
Employee Stock Option (right to buy)	\$ 17.98					04/18/2008(4)	04/18/2017	Common Stock	12
Employee Stock Option (Right to Buy)	\$ 10.56					04/14/2009(5)	04/14/2018	Common Stock	15
Employee Stock Option (Right to Buy)	\$ 10.8					04/19/2011 <u>(6)</u>	04/19/2020	Common Stock	20
Employee Stock Option (Right to Buy)	\$ 6.28					04/18/2012 <sup>(7)</sup>	04/18/2021(8)	Common Stock	31
	\$ 1.91	03/29/2012		A	36,995	03/29/2013(9)	03/29/2022		36

Common Stock Common Stock

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dahl Monica L 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441

SVP, Multi-Channel Marketing IR and Business Strategy

# **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).
- On May 10, 2004, the reporting person was granted an option to purchase 12,000 shares of common stock. The option vests equally in three annual installments beginning on May 10, 2005.
- On November 3, 2004, the reporting person was granted an option to purchase 18,000 shares of common stock. The option vests equally in three annual installments beginning on November 3, 2005.
- (3) On February 7, 2006, the reporting person was granted an option to purchase 16,500 shares of common stock. The option vests equally in three annual installments beginning on February 7, 2007.
- On April 18, 2007, the reporting person was granted an option to purchase 12,600 shares of common stock. The option vests equally in three annual installments beginning on April 18, 2008.
- On April 14, 2008, the reporting person was granted an option to exercise 15,000 shares of Common Stock. The option vests equally in three annual installments beginning on April 14, 2009.
- On April 19, 2010, the reporting person was granted an option to exercise 20,200 shares of Common Stock. The option vests in three annual installments of 6,733 shares on April 19, 2011, 6,733 shares on April 19, 2012 and 6,734 shares on April 19, 2013.
- On April 18, 2011, the reporting person was granted an option to exercise 31,483 shares of Common Stock. The option vests in three annual installments of 10,495 shares on April 18, 2012, 10,494 shares on April 18, 2013 and 10,494 shares on April 18, 2014.
- There was an error in calculating the expiration date of the option granted on April 18, 2011. The expiration date should be April 18, 2021.
- (9) On March 29, 2012, the reporting person was granted an option to exercise 36,995 shares of Common Stock. The option vests in three annual installments of 12,331 shares on March 29, 2013, 12,332 shares on March 29, 2014 and 12,332 shares on March 29, 2015.
  - On March 29, 2012, the reporting person was granted 22,832 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
- (10) 3, 2013 ("Fiscal 2012"). Following completion of Fiscal 2012, a determination will be made if the threshold financial performance 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.
- (11) 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.

Reporting Owners 3