

CHRISTOPHER &amp; BANKS CORP

Form 4

March 27, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stemper Cindy J

2. Issuer Name **and** Ticker or Trading  
Symbol

CHRISTOPHER & BANKS CORP  
[CBK]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

2400 XENIUM LANE NORTH

(Street)

PLYMOUTH, MN 55441

(City)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

03/25/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

\_\_\_\_ Director

☒ Officer (give title below)

\_\_\_\_ 10% Owner

\_\_\_\_ Other (specify below)

SVP, Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person

\_\_\_\_ Form filed by More than One Reporting  
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/25/2015		A	6,143 (5)	A \$ 0 20,565 (6)	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  
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SEC 1474  
(9-02)

**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 (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. Transaction Code (Instr. 8)	5. 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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.58					09/27/2011 <sup>(1)</sup>	09/27/2020 Common Stock	17,250
Employee Stock Option (Right to Buy)	\$ 6.28					04/18/2012 <sup>(2)</sup>	04/18/2021 Common Stock	26,236
Employee Stock Option (Right to Buy)	\$ 1.91					03/29/2013 <sup>(3)</sup>	03/29/2022 Common Stock	29,272
Employee Stock Option (Right to Buy)	\$ 6.25					03/15/2014 <sup>(4)</sup>	03/15/2023 Common Stock	7,336

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stemper Cindy J 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, Human Resources	

## Signatures

Sandra L. Miller,  
Attorney-in-Fact

03/27/2015

\_\_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).

- (1) On September 27, 2010, the reporting person was granted an option to purchase 17,250 shares of common stock. The option vests equally in three annual installments beginning on September 27, 2011.
- (2) On April 18, 2011, the reporting person was granted an option to purchase 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.
- (3) On March 29, 2012, the reporting person was granted an option to purchase 29,272 shares of common stock. The option vests in three annual installments of 9,758 shares on March 29, 2013; 9,757 shares on March 29, 2014; and 9,757 shares on March 29, 2015.
- (4) On March 15, 2013, the reporting person was granted an option to purchase 7,336 shares of common stock. The option vests in three annual installments of 2,446 shares on March 15, 2014; 2,445 shares on March 15, 2015; and 2,445 shares on March 15, 2016.  
On March 25, 2015, the reporting person was granted 6,143 shares of Common Stock pursuant to a Restricted Stock Agreement. The
- (5) shares are subject to forfeiture and are scheduled to vest in three installments of 2,048, 2,048 and 2,047 on March 25, 2016, March 25, 2017 and March 25, 2018 respectively.
- (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.

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