

CHRISTOPHER &amp; BANKS CORP

Form 4

March 16, 2017

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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) (First) (Middle)  
2400 XENIUM LANE NORTH  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, CMO, Omni-Channel & PR

PLYMOUTH, MN 55441

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

6. Individual or Joint/Group Filing(Check  
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 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	03/14/2017		A	(A) or (D) 1,846 (1)	\$ 0 58,791 (2)	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.98					04/18/2008 <sup>(3)</sup>	04/18/2017	Common Stock	12,600
Employee Stock Option (Right to Buy)	\$ 10.56					04/14/2009 <sup>(4)</sup>	04/14/2018	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 10.8					04/19/2011 <sup>(5)</sup>	04/19/2020	Common Stock	20,200
Employee Stock Option (Right to Buy)	\$ 6.28					04/18/2012 <sup>(6)</sup>	04/18/2021	Common Stock	31,483
Employee Stock Option (Right to Buy)	\$ 1.91					03/29/2013 <sup>(7)</sup>	03/29/2022	Common Stock	36,995
Employee Stock Option (Right to Buy)	\$ 6.25					03/15/2014 <sup>(8)</sup>	03/15/2023	Common Stock	9,301
Employee Stock Option (Right to	\$ 2.12					09/01/2017 <sup>(9)</sup>	09/01/2026	Common Stock	86,019

Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dahl Monica L 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, CMO, Omni-Channel & PR	

## Signatures

/s/Brook T. Nuernberg,  
Attorney-in-Fact

03/16/2017

\_\_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) Reflects shares received as a result of the vesting of performance-based restricted stock units meeting certain performance criteria.
- (2) This number includes restricted stock awards.
- (3) 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.
- (4) On April 14, 2008, the reporting person was granted an option to purchase 15,000 shares of Common Stock. The option vests equally in three annual installments beginning on April 14, 2009.
- (5) On April 19, 2010, the reporting person was granted an option to purchase 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.
- (6) On April 18, 2011, the reporting person was granted an option to purchase 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.
- (7) On March 29, 2012, the reporting person was granted an option to purchase 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 15, 2013, the reporting person was granted an option to purchase 9,301 shares of the Company's Common Stock. The option vests in three annual installments of 3,101 shares on March 15, 2014, 3,100 shares on March 15, 2015 and 3,100 shares on March 15, 2016.
- (8) vests in three annual installments of 3,101 shares on March 15, 2014, 3,100 shares on March 15, 2015 and 3,100 shares on March 15, 2016.
- (9) On September 1, 2016, the reporting person was granted an option to purchase 86,019 shares of the Company's Common Stock. The option vests in three annual installments of 28,673 shares on each of September 1, 2017, September 1, 2018 and September 1, 2019.

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.