

CHRISTOPHER & BANKS CORP  
 Form 4  
 June 29, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Cohn Mark A

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)  
 2835 DUPONT AVENUE  
 SOUTH, #N420  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/25/2015

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

MINNEAPOLIS, MN 55408

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price   |  |                                   |
| Common Stock                    | 06/25/2015                           |  | A <sup>(3)</sup>               | V   | 16,393  | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 49,267 <sup>(4)</sup>   | D  |                                   |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 30.78   |                                      |  |                                |   | 04/02/2007 <sup>(1)</sup> 10/02/2016                     | Common Stock  | 10,000                        |
| Stock Option (Right to Buy)                | \$ 14.63   |                                      |  |                                |   | 02/01/2008 <sup>(1)</sup> 08/01/2017                     | Common Stock  | 12,000                        |
| Stock Option (Right to Buy)                | \$ 8.69  |                                      |  |                                |   | 01/30/2009 <sup>(1)</sup> 07/30/2018                     | Common Stock  | 12,000                        |
| Stock Option (Right to Buy)                | \$ 6.98  |                                      |  |                                |   | 01/29/2010 <sup>(2)</sup> 07/29/2019                     | Common Stock  | 36,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Cohn Mark A<br>2835 DUPONT AVENUE SOUTH<br>#N420<br>MINNEAPOLIS, MN 55408 | X             |           |         |       |

## Signatures

Brook T. Nuernberg,  
Attorney-in-Fact

06/29/2015

\*\*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) The reporting person was granted an option that becomes fully exercisable six months after the date of grant, beginning the date shown.
- (2) The reporting person was granted an option that shall vest and become exercisable in cumulative incremental installments of 33% at six months, eighteen months and 30 months from the date of grant, beginning the date shown.
- (3) The reporting person was awarded 16,393 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares awarded vest in full on the earlier of (i) June 25, 2016 or (ii) the date of the Company's 2016 Annual Meeting of Stockholders.
- (4) 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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