

NEAL RALPH
Form 4
January 30, 2006

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 *
NEAL RALPH

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)
01/25/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Exec VP - Store Operations

PLYMOUTH, MN 55441

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/25/2006 | | S | V 20,000 D | (A) or (D) \$ 18.16 | 43,259 | D |

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

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(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) ⁽¹⁾ ⁽⁴⁾ | \$ 7.7778 | | | | | 07/27/2001 07/27/2010 | Common Stock | 121,654 |
| Employee Stock Option (right to buy) ⁽²⁾ ⁽⁴⁾ | \$ 21.4667 | | | | | 01/07/2003 01/07/2012 | Common Stock | 180,000 |
| Employee Stock Option (right to buy) ⁽³⁾ | \$ 18.33 | | | | | 01/06/2005 01/06/2014 | Common Stock | 135,000 |

Employee Stock Option (right to buy) ⁽¹⁾ ⁽⁴⁾

Employee Stock Option (right to buy) ⁽²⁾ ⁽⁴⁾

Employee Stock Option (right to buy) ⁽³⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NEAL RALPH 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441 | | | Exec VP - Store Operations | |

Signatures

/s/ Ralph C. Neal 01/30/2006

__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 July 27, 2000, the reporting person was granted an option to purchase 168,750 shares of common stock. The option vests in five equal annual installments beginning on July 27, 2001.

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- (2) On January 7, 2002, the reporting person was granted an option to purchase 180,000 shares of common stock. The option vests in four annual installments beginning on January 7, 2003.
- (3) On January 6, 2004, the reporting person was granted an option to purchase 135,000 shares of common stock. The option vests in three annual installments beginning on January 6, 2005.
- (4) On February 12, 2001, December 12, 2001, and August 27, 2003, the Company effected 3-for-2 stock splits. The above amounts and prices reflect the effect of the stock splits.

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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