

BARENBAUM LARRY C
 Form 4
 August 01, 2008

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 *
BARENBAUM LARRY C

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)
11020 FIRST AVENUE NORTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2008

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/30/2008		A ⁽¹⁾	3,500 A \$ 0	26,000	D	
Common Stock	07/30/2008		A ⁽²⁾	3,500 A \$ 0	29,500	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)

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

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
Option (right to buy)	\$ 18.79					01/27/2006 ⁽³⁾	07/27/2010	Common Stock	18,000
Stock Option (right to buy)	\$ 26.61					01/26/2007 ⁽⁴⁾	07/26/2016	Common Stock	12,000
Stock Option (Right to buy)	\$ 14.63					02/01/2008 ⁽⁵⁾	08/01/2017	Common Stock	12,000
Stock Option (Right to Buy)	\$ 8.69	07/30/2008		A	12,000	01/30/2009 ⁽⁶⁾	01/30/2018	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARENBAUM LARRY C 11020 FIRST AVENUE NORTH PLYMOUTH, MN 55441		X		

Signatures

Sandra Miller,
Attorney-in-Fact

08/01/2008

**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)

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On July 30, 2008, the reporting person was awarded 3,500 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture and vest on January 30, 2009.

- (2) On July 30, 2008, the reporting person was awarded an additional 3,500 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture and vest on January 30, 2009.
- (3) On July 27, 2005, the reporting person received a stock option which vested upon grant.
- (4) On July 26, 2006, the reporting person was granted an option to purchase 12,000 shares of common stock. The option vested upon grant.
- (5) On August 1, 2007, the reporting person was granted an option to exercise 12,000 shares of Common Stock. The stock option vests immediately.
- (6) On July 30, 2008, the reporting person was granted an option to purchase 12,000 shares of Common Stock. The stock option vests immediately.

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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