

CHRISTOPHER & BANKS CORP

Reported by
STEMPER CINDY J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/05/17 for the Period Ending 06/01/17

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|-------------|---|
| Address | 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441-3626 |
| Telephone | 7635515000 |
| CIK | 0000883943 |
| Symbol | CBK |
| SIC Code | 5621 - Women's Clothing Stores |
| Industry | Apparel & Accessories Retailers |
| Sector | Consumer Cyclical |
| Fiscal Year | 01/28 |

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|--|--|--|---|--|
| 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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, CHRO | |
| (Last) (First) (Middle) 2400 XENIUM LANE NORTH | | 3. Date of Earliest Transaction (MM/DD/YYYY) 6/1/2017 | | | |
| (Street) PLYMOUTH, MN 55441 | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 6/1/2017 | | P | | 3000 | A | \$1.32 | 44590 (1) | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$7.58 | | | | | | | 9/27/2011 (2) | 9/27/2020 | Common Stock | 17250.0 | | 17250 | D | |
| Employee Stock Option (Right to Buy) | \$6.28 | | | | | | | 4/18/2012 (3) | 4/18/2021 | Common Stock | 26236.0 | | 26236 | D | |
| Employee Stock Option (Right to Buy) | \$1.91 | | | | | | | 3/29/2013 (4) | 3/29/2022 | Common Stock | 29272.0 | | 29272 | D | |
| Employee Stock Option (Right to Buy) | \$6.25 | | | | | | | 3/15/2014 (5) | 3/15/2023 | Common Stock | 7336.0 | | 7336 | D | |
| Employee Stock Option (Right to Buy) | \$2.12 | | | | | | | 9/1/2017 (6) | 9/1/2026 | Common Stock | 86019.0 | | 86019 | D | |
| Employee Stock Option (Right to Buy) | \$1.28 | | | | | | | 3/16/2018 (7) | 3/16/2027 | Common Stock | 75000.0 | | 75000 | D | |

Explanation of Responses:

- (1) This number includes restricted stock awards.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.

(7) On March 16, 2017, the reporting person was granted an option to purchase 75,000 shares of the Company's Common Stock. The option vests in three annual installments of 25,000 shares on each of March 16, 2018, March 16, 2019 and March 16, 2020.

Reporting Owners

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

Signatures

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

6/5/2017

** Signature of Reporting Person

Date

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

* 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).

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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