

CHRISTOPHER & BANKS CORP

Reported by
DAHL MONICA L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/11/17 for the Period Ending 04/07/17

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

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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Dahl Monica L		CHRISTOPHER & BANKS CORP [CBK]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, CMO, Omni-Channel & PR	
(Last) (First) (Middle) 2400 XENIUM LANE NORTH		3. Date of Earliest Transaction (MM/DD/YYYY) 4/7/2017			
(Street) PLYMOUTH, MN 55441		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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	4/7/2017		P		8000	A	\$1.3354 (1)	66791 (2)	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$17.98						4/18/2008 (3)	4/18/2017	Common Stock	12600.0		12600	D	
Employee Stock Option (Right to Buy)	\$10.56						4/14/2009 (4)	4/14/2018	Common Stock	15000.0		15000	D	
Employee Stock Option (Right to Buy)	\$10.8						4/19/2011 (5)	4/19/2020	Common Stock	20200.0		20200	D	
Employee Stock Option (Right to Buy)	\$6.28						4/18/2012 (6)	4/18/2021	Common Stock	31483.0		31483	D	
Employee Stock Option (Right to Buy)	\$1.91						3/29/2013 (7)	3/29/2022	Common Stock	36995.0		36995	D	
Employee Stock Option (Right to Buy)	\$6.25						3/15/2014 (8)	3/15/2023	Common Stock	9301.0		9301	D	
Employee Stock Option (Right to Buy)	\$2.12						9/1/2017 (9)	9/1/2026	Common Stock	86019.0		86019	D	
Employee Stock Option (Right to Buy)	\$1.28						3/16/2018 (10)	3/16/2027	Common Stock	90000.0		90000	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.33 to \$1.34, inclusive. The reporting person will provide to the issuer, a security holder of the issuer or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- This number includes restricted stock awards.
- 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.
- 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.
- (8) 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.
- (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.
- (10) On March 16, 2017, the reporting person was granted an option to purchase 90,000 shares of the Company's Common Stock. The option vests in three annual installments of 30,000 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
Dahl Monica L 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, CMO, Omni-Channel & PR	

Signatures

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

4/11/2017

**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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