

# CHRISTOPHER & BANKS CORP

Reported by  
**RICE MICHELLE**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/28/17 for the Period Ending 03/25/17

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)		
<b>Rice Michelle</b>			<b>CHRISTOPHER &amp; BANKS CORP [CBK]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, Chief Stores Officer</b>		
(Last) (First) (Middle) <b>2400 XENIUM LANE NORTH</b>			3. Date of Earliest Transaction (MM/DD/YYYY) <b>3/25/2017</b>					
(Street) <b>PLYMOUTH, MN 55441</b>			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	3/25/2017		F	(1)	797	D	\$1.37	29543 (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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$10.8							4/19/2011 (3)	4/19/2020	Common Stock	2500.0		2500	D	
Employee Stock Option (Right to Buy)	\$6.18							12/27/2011 (4)	12/27/2020	Common Stock	14400.0		14400	D	
Employee Stock Option (Right to Buy)	\$6.28							4/18/2012 (5)	4/18/2021	Common Stock	26236.0		26236	D	
Employee Stock Option (Right to Buy)	\$1.91							3/29/2013 (6)	3/29/2022	Common Stock	34399.0		34399	D	
Employee Stock Option (Right to Buy)	\$6.25							3/15/2014 (7)	3/15/2023	Common Stock	8646.0		8646	D	
Employee Stock Option (Right to Buy)	\$2.12							9/1/2017 (8)	9/1/2026	Common Stock	86019.0		86019	D	
Employee Stock Option (Right to Buy)	\$1.28							3/16/2018 (9)	3/16/2027	Common Stock	90000.0		90000	D	

### Explanation of Responses:

( Represents a transaction involving a disposition to the Company of equity securities upon the vesting of restricted stock whereby the reporting person used a  
1) portion of the shares that vested to satisfy the resulting tax withholding obligations.

( This number includes restricted stock awards.  
2)

( On April 19, 2010, the reporting person was granted an option to purchase 2,500 shares of Common Stock. The option vests in three annual installments of  
3) 833 shares on April 19, 2011, 833 shares on April 19, 2012 and 834 shares on April 19, 2013.

( On December 27, 2010, the reporting person was granted an option to purchase 14,400 shares of Common Stock. The option vests in three annual installments  
4) of 4,800 shares on each of December 27, 2011, December 27, 2012 and December 27, 2013.

( 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

- 5) 8,746 shares on April 18, 2012, 8,745 shares on April 18, 2013 and 8,745 shares on April 18, 2014.
- ( On March 29, 2012, the reporting person was granted an option to purchase 34,399 shares of Common Stock. The option vests in three annual installments of
- 6) 11,467 shares on March 29, 2013, 11,466 shares on March 29, 2014 and 11,466 shares on March 29, 2015.
- ( On March 15, 2013, the reporting person was granted an option to purchase 8,646 shares of the Company's Common Stock. The option vests in three annual
- 7) installments of 2,882 shares on each of March 15, 2014, March 15, 2015 and March 15, 2016.
- ( 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
- 8) annual installments of 28,673 shares on each of September 1, 2017, September 1, 2018 and September 1, 2019.
- ( 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
- 9) 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
<b>Rice Michelle</b> <b>2400 XENIUM LANE NORTH</b> <b>PLYMOUTH, MN 55441</b>			<b>SVP, Chief Stores Officer</b>	

#### Signatures

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

3/28/2017

\*\*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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