

# CHRISTOPHER & BANKS CORP

Reported by  
**STEMPER CINDY J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/16/17 for the Period Ending 03/14/17

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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[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Stemper Cindy J</b>  (Last) (First) (Middle)  <b>2400 XENIUM LANE NORTH</b>  (Street)  <b>PLYMOUTH, MN 55441</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CHRISTOPHER &amp; BANKS CORP [ CBK ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>SVP, CHRO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/14/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	3/14/2017		A		1384 <u>(1)</u>	A	\$0	38926 <u>(2)</u>	D	
Common Stock	3/14/2017		F <u>(3)</u>		539	D	\$1.23	38387 <u>(2)</u>	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 <u>(4)</u>	9/27/2020	Common Stock	17250.0		17250	D	
Employee Stock Option (Right to Buy)	\$6.28							4/18/2012 <u>(5)</u>	4/18/2021	Common Stock	26236.0		26236	D	
Employee Stock Option (Right to Buy)	\$1.91							3/29/2013 <u>(6)</u>	3/29/2022	Common Stock	29272.0		29272	D	
Employee Stock Option (Right to Buy)	\$6.25							3/15/2014 <u>(7)</u>	3/15/2023	Common Stock	7336.0		7336	D	
Employee Stock Option (Right to Buy)	\$2.12							9/1/2017 <u>(8)</u>	9/1/2026	Common Stock	86019.0		86019	D	

**Explanation of Responses:**

- (1) Reflects shares received as a result of the vesting of performance-based restricted stock units meeting certain performance criteria.
- (2) This number includes restricted stock awards.
- (3) Represents shares of the Company's common stock surrendered to the Company by the reporting person to satisfy tax withholding obligations upon vesting of performance-based restricted stock units and converted into shares of the Company's common stock.
- (4) 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.
- (5) 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.
- (6) 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.

( 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 7) 2,446 shares on March 15, 2014, 2,445 shares on March 15, 2015 and 2,445 shares on 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.

**Reporting Owners**

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

**Signatures**

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

3/16/2017

—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**CHRISTOPHER & BANKS CORPORATION**

**LIMITED POWER OF ATTORNEY  
FOR  
SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby constitutes and appoints Gabriella Gelardi, Luke Komarek, Therese Miller, Brook Nuernberg, and Barbara Spilane, or any one of them, as the undersigned's true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Christopher & Banks Corporation (the "Company"), Forms 3, 4 and 5 (including, as applicable, any amendments thereto) with respect to securities of the Company, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, and a Form ID, Uniform Application for Access Codes to File on Edgar;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete, execute, deliver and timely file any such Forms 3, 4 or 5 or Form ID (including, as applicable, any amendments to any of such Forms) with the United States Securities and Exchange Commission and any stock exchange or similar authority;
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party including, but not limited to, brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release any such information to the undersigned and approves and ratifies any such release of information to the undersigned; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming (i) any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, or liability related thereto, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to any of the attorneys-in-fact.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in paragraph no. 1 hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of November, 2016.

*/s/ Cindy J. Stemper  
Cindy J. Stemper*