Thompson Gary A Form 4 April 15, 2009

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** 

obligations may continue. See Instruction

(Middle)

(Zin)

1(b).

(Last)

(City)

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 \* Thompson Gary A

(First)

(State)

2400 XENIUM LANE NORTH

2. Issuer Name and Ticker or Trading Symbol

CHRISTOPHER & BANKS CORP

[CBK]

3. Date of Earliest Transaction

(Month/Day/Year) 04/13/2009

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title

SVP, Store Operations

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PLYMOUTH, MN 55441

(City)	(State) (A	Table	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. Transactio Code (Instr. 8)	4. Securitin(A) or Dis(D) (Instr. 3, 4)	posed	of	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)		
Common Stock	04/13/2009		A(2)	15,000	A	\$0	25,000	D			
Common Stock	04/13/2009		A(3)	22,500	A	\$ 0	47,500	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 onDerivative 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 Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 6.8					06/30/2009(1)	06/30/2018	Common Stock	10,5
Employee Stock Option (Right to Buy)	\$ 4.18	04/13/2009		A	35,000	04/13/2010(4)	04/13/2019	Common Stock	35,0

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Thompson Gary A

2400 XENIUM LANE NORTH SVP, Store Operations

PLYMOUTH, MN 55441

### **Signatures**

Sandra Miller, Attorney-in-Fact 04/15/2009

\*\*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) On June 30, 2008, the reporting person was granted an option to exercise 10,500 shares of Common Stock. The option vests equally in three annual installments beginning on June 30, 2009.
- On April 13, 2009, the reporting person was granted 15,000 shares of Common Stock pursuant to a Restricted Stock Agreement. The (2) shares are subject to forfeiture and are scheduled to vest as to one-third of the shares on each of April 13, 2010, April 13, 2011 and April 13, 2012, pursuant to the terms of the Restricted Stock Agreement.
- (3) On April 13, 2009, the reporting person was granted 22,500 shares of Common Stock pursuant to a Restricted Stock Agreement. All or a portion of the shares are subject to forfeiture based on pre-determined corporate financial performance criteria for fiscal year 2010.

Reporting Owners 2

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Following the completion of fiscal 2010, a determination will be made if the threshold financial performance criteria have been met or exceeded. If the threshold level of performance is not met, all of the Restricted Stock is forfeited. To the extent that the performance-based restrictions lapse as to some or all of the Restricted Stock, then the shares vest as follows: (i) one-third as of the date the performance-based restrictions lapse and (ii) one-third each on April 13, 2011 and April 13, 2012.

(4) On April 13, 2009, the reporting person was granted an option to exercise 35,000 shares of Common Stock. The option vests equally in five annual installments of 7,000 shares beginning on April 13, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.