

CHRISTOPHER & BANKS CORP  
 Form 4  
 July 05, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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, 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 \*  
 Sharpe William F. III

2. Issuer Name and Ticker or Trading Symbol  
 CHRISTOPHER & BANKS CORP  
 [CBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2400 XENIUM LANE NORTH

07/01/2016

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PLYMOUTH, MN 55441

(City) (State) (Zip)

**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. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 07/01/2016                           |  | A <sup>(1)</sup>               |   | 30,303  | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 121,333   | <sup>(2)</sup>   | D                                 |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Derivative 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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|----------------------------|
|  |  |                                      |  |                                |   |  | Date Exercisable  | Expiration Date                            | Title | Amount or Number of Shares |
|  |  |                                      |  |                                |   |  | (5)   | (5)  |       |                            |
| Phantom Stock                              | (3) (4)  |                                      |  |                                |   |  | Common Stock  | 16,393                                     |       |                            |

Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Sharpe William F. III<br>2400 XENIUM LANE NORTH<br>PLYMOUTH, MN 55441 | X             |           |         |       |

Signatures

Brook T. Nuernberg,  
Attorney-in-Fact  
Date: 07/05/2016

\*\*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).
- The reporting person was awarded 30,303 shares of Common Stock pursuant to a Restricted Stock Agreement. Subject to the forfeiture provisions set forth in the Agreement, the shares awarded vest in full on the earlier of (i) June 30, 2017 or (ii) the date of the Company's 2017 Annual Meeting of Stockholders.
- (1) This number includes restricted stock awards.
  - (2) Previously reported as restricted stock units. Pursuant to a prior election of the reporting person, upon vesting on June 25, 2016 of restricted stock units previously granted to the reporting person, the reporting person deferred the receipt of 16,393 shares of common stock and received instead an equal number of shares of phantom stock pursuant to the Company's 2013 Directors' Equity Incentive Plan.
  - (3) Each share of phantom stock represents a right to receive one share of common stock.
  - (4) The phantom stock becomes payable in a single issuance of common stock on January 1, 2017 in accordance with the prior election of the reporting person.

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.