

BARENBAUM LARRY C  
 Form 4/A  
 January 04, 2011

**FORM 4**

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

OMB APPROVAL

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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, 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 \*  
**BARENBAUM LARRY C**

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)  
**11020 FIRST AVENUE NORTH**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/19/2010**

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

**PLYMOUTH, MN 55441**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**12/22/2010**

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

(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  | (A) or (D)   | Price                             |
| Common Stock                    | 12/19/2010                           |  | A <sup>(3)</sup>               |   | 7,000   | A  | \$ 0                              |
| Common Stock                    | 12/22/2010                           |  | F <sup>(4)(6)</sup>            |   | 2,289   | D  | \$ 5.69                           |
|                                 |                                      |  |                                |   | 64,077  | D  |                                   |
|                                 |                                      |  |                                |   | 61,788  | D  | <sup>(5)</sup>                    |

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

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 (9-02)

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 18.79   |                                      |  |                                |   | 01/27/2006 <sup>(1)</sup> 07/27/2010                     | Common Stock  | 18,000                        |
| Stock Option (Right to Buy)                | \$ 26.61   |                                      |  |                                |   | 01/26/2007 <sup>(1)</sup> 07/26/2016                     | Common Stock  | 12,000                        |
| Stock Option (Right to Buy)                | \$ 14.63   |                                      |  |                                |   | 02/01/2008 <sup>(1)</sup> 08/01/2017                     | Common Stock  | 12,000                        |
| Stock Option (Right to Buy)                | \$ 8.69  |                                      |  |                                |   | 01/30/2009 <sup>(1)</sup> 07/30/2018                     | Common Stock  | 12,000                        |
| Stock Option (Right to Buy)                | \$ 6.98  |                                      |  |                                |   | 01/29/2010 <sup>(2)</sup> 07/29/2019                     | Common Stock  | 36,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| BARENBAUM LARRY C<br>11020 FIRST AVENUE NORTH<br>PLYMOUTH, MN 55441 | X             |           | Interim CEO |       |

## Signatures

Sandra Miller,  
Attorney-in-Fact

01/04/2011

\_\_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) The reporting person was granted an option that becomes fully exercisable six months after the date of grant, beginning the date shown.
- (2) The reporting person was granted an option that shall vest and become exercisable in cumulative incremental installments of 33% at six months, eighteen months and 30 months from the date of grant, beginning the date shown.  

The reporting person's restricted stock award agreement provides that the reporting person has the right to receive 7,000 shares of restricted stock per month, issuable on the anniversary date of grant, for a maximum of up to six months, provided that the reporting person continues to hold the position of Interim Chief Executive Officer at the time of grant. The restricted stock immediately vests upon issuance, but is not transferable until after the reporting person is no longer acting as Interim Chief Executive Officer.
- (3) On December 19, 2010, shares of restricted stock vested for the reporting person. The reporting person used shares of that restricted stock to satisfy the payroll tax liability incurred as a result of the vesting of the shares.
- (4) This number includes restricted stock awards.
- (5) An amended Form 4 is being filed due to a typographical error. The transaction date for the use of restricted stock to satisfy the payroll tax liability should have been December 22, 2010, rather than December 19, 2010.
- (6)

### Remarks:

**THIS FILING HAS BEEN AMENDED SOLELY TO CORRECT A TYPOGRAPHICAL ERROR (SEE FOOTNOTE 6). TH**

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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