

LYFTOGT MICHEAL J  
Form 4  
April 20, 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 \*  
LYFTOGT MICHEAL J

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)  
2400 XENIUM LANE NORTH  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/18/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Chief Financial Officer

PLYMOUTH, MN 55441

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	04/18/2011		A <sup>(9)</sup>		5,971	A	\$ 0 19,565	D
Common Stock	04/18/2011		A <sup>(10)</sup>		8,957	A	\$ 0 28,522	D
Common Stock	04/19/2011		D <sup>(11)</sup>		246	D	\$ 0 28,276 <sup>(12)</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)

number.

**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.4667					01/07/2003 <sup>(1)</sup>	01/07/2012	Common Stock	11,200
Employee Stock Option (Right to Buy)	\$ 18.33					01/06/2005 <sup>(2)</sup>	01/06/2014	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 19.45					02/07/2007 <sup>(3)</sup>	02/07/2016	Common Stock	8,200
Employee Stock Option (Right to Buy)	\$ 17.98					04/18/2008 <sup>(4)</sup>	04/18/2017	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 10.56					04/14/2009 <sup>(5)</sup>	04/15/2018	Common Stock	3,400
Employee Stock Option (Right to Buy)	\$ 4.18					04/14/2010 <sup>(6)</sup>	04/14/2019	Common Stock	15,000
Employee Stock	\$ 10.8					04/19/2011 <sup>(7)</sup>	04/19/2020	Common Stock	5,500

Option  
(Right to  
Buy)

Employee  
Stock

Option	\$ 6.28	04/18/2011		A	26,236	04/18/2012 <sup>(8)</sup>	04/18/2022	Common Stock	26,2
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(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYFTOGT MICHEAL J 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, Chief Financial Officer	

## Signatures

Sandra L. Miller,  
Attorney-in-Fact

04/20/2011

                                \*\*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 original option (11,250) shares granted January 7, 2002 becomes exercisable in three annual increments of 3,750 shares beginning January 7, 2003.
- (2) The original option (9,000 shares) granted January 6, 2004 becomes exercisable in three annual installments of 3,000 shares beginning January 6, 2005.
- (3) The original option (8,200) shares granted on February 7, 2006 becomes exercisable as to 2,733 shares on February 7, 2007 and February 7, 2008 and 2,734 shares on February 7, 2009.
- (4) On April 18, 2007, the reporting person was granted an option to exercise 6,250 shares of Common Stock. The option vests equally in three annual installments beginning on April 18, 2008.
- (5) On April 14, 2008, the reporting person was granted an option to exercise 3,400 shares of Common Stock. The option vests equally in three annual installments beginning on April 14, 2009.
- (6) On April 13, 2009, the reporting person was granted an option to exercise 15,000 shares of Common Stock. The option vests equally in five annual installments of 3,000 shares beginning on April 13, 2010.
- (7) On April 19, 2010, the reporting person was granted an option to exercise 5,500 shares of Common Stock. The option vests in three annual installments of 1,833 shares on April 19, 2011, 1,833 shares on April 19, 2012 and 1,834 shares on April 19, 2013.
- (8) On April 18, 2011, the reporting person was granted an option to exercise 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.  
On April 18, 2011, the reporting person was granted 5,971 shares of Common Stock pursuant to a Restricted Stock Agreement. The
- (9) shares are subject to forfeiture and are scheduled to vest one-third each on April 18, 2012, April 18, 2013 and April 18, 2014, pursuant to the terms of the Restricted Stock Agreement.
- (10) On April 18, 2011, the reporting person was granted 8,957 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 years 2012 and 2013. Following the completion of fiscal years 2012 and 2013, a determination will be made if the threshold financial performance

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criteria have been met or exceeded. If the threshold level of performance is not met for any of the financial performance criteria, 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) two-thirds as of the date the performance-based restrictions lapse in fiscal 2013 and (ii) one-third on April 18, 2014.

- (11) On April 19, 2011, shares of restricted stock vested for the reporting person. The reporting person used shares of that restricted stock to satisfy the payroll tax liability as a result of the vesting of the shares.
- (12) This number includes restricted stock awards.

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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