

FULD JAMES JEFFREY JR  
Form 4  
July 29, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
FULD JAMES JEFFREY JR

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)  
114 EAST 72ND STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/27/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chair, Board of Directors

NEW YORK, NY 10021  
(City) (State) (Zip)

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

**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	07/27/2011		A	11,382 (6) A \$ 0	58,258 (7)	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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
Restricted Stock Unit	\$ 0 <sup>(3)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	9,523
Stock Option (Right to Buy)	\$ 5.94					07/10/2011 <sup>(5)</sup>	01/10/2021	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULD JAMES JEFFREY JR 114 EAST 72ND STREET NEW YORK, NY 10021	X			Chair, Board of Directors

## Signatures

Sandra L. Miller,  
Attorney-in-Fact

07/29/2011

\_\_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.
- (3) Each restricted stock unit represents a contingent right to receive one share of Christopher & Banks Common Stock.  
On July 27, 2010, the reporting person was awarded 9,532 shares of Common Stock pursuant to a Restricted Stock Agreement. The rights awarded vest immediately. Vested shares will be delivered to the reporting person upon the earlier of January 15, 2015 or following retirement from the Board of Christopher & Banks.
- (5) The reporting person was granted an option that shall vest and become exercisable in cumulative incremental installments of 25,000 shares at 6 months, 12 months, 18 months and 24 months from the date of grant, beginning the date shown, assuming that the reporting person is still serving as the non-executive Chair of the Board on each such date. The vesting of the option shares shall be accelerated in the event of a change-in-control of the Company, as such term is defined in the applicable Plan.
- (6) On July 27, 2011, the reporting person was awarded 11,382 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares awarded vest immediately and are not restricted from sale for any specified period of time following the grant.
- (7) 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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