CHRISTOPHER & BANKS CORP

Form 4

September 06, 2016

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES

obligations may continue. See Instruction

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Ungerman Marc

2400 XENIUM LANE NORTH

(Street)

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

CHRISTOPHER & BANKS CORP

(Check all applicable)

[CBK]

(First) (Middle) 3. Date of Earliest Transaction

X_ Officer (give title below)

Director

10% Owner Other (specify

(Month/Day/Year)

09/01/2016

below) VP, Controller

4. If Amendment, Date Original

Filed(Month/Day/Year)

Code

(Instr. 8)

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) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

(9-02)

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

or (D) Price

Common 09/01/2016 Stock

Code V Amount 5,896 $A^{(1)}$ A \$0

(2)

 $14,888 \frac{(3)}{}$

D

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

(Month/Day/Year)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year			7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Employee Stock Option (Right to Buy)	\$ 1.39					11/12/2016 <u>(4)</u>	11/12/2025	Common Stock	15,6	
Employee Stock Option (Right to Buy)	\$ 2.12	09/01/2016		A(1)	43,009	09/01/2017 <u>(5)</u>	09/01/2026	Common Stock	43,0	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ungerman Marc							
2400 XENIUM LANE NORTH			VP, Controller				

Signatures

PLYMOUTH, MN 55441

/s/Brook T. Nuernberg, Attorney-in-Fact 09/06/2016

**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).
- For purposes of setting the exercise price of the non-qualified stock option ("NQSO") award and for calculating both the time-based (1) restricted stock and NQSO awards granted on September 1, 2016, the Company used a price of \$2.12 per share which represents the highest closing price on the NYSE during the 30 trading days preceding the date of grant.
- The reporting person was granted 5,896 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture and are scheduled to vest in three annual installments of 1,966, 1,965 and 1,965 shares on September 1, 2017, September 1, 2018 and September 1, 2019 respectively.
- (3) This number includes restricted stock awards.
- On November 12, 2015, the reporting person was granted an option to purchase 15,609 shares of the Company's Common Stock. The option vests in three annual installments of 5,203 on each of November 12, 2016, November 12, 2017 and November 12, 2018.

Reporting Owners 2

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On September 1, 2016, the reporting person was granted an option to purchase 43,009 shares of the Company's Common Stock. The option vests in three annual installments of 14,337 shares on September 1, 2017, 14,336 shares on September 1, 2018 and 14,336 shares on September 1, 2019.

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.