

CHRISTOPHER & BANKS CORP
 Form 4
 November 03, 2008

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)
10/29/2008

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/29/2008 | | P | | 2,500 | A | \$ 3.95 |
| | | | | | 32,000 | | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 18.79 | | | | | 01/27/2006 ⁽¹⁾ 07/27/2010 | Common Stock | 18,000 |
| Stock Option (right to buy) | \$ 26.61 | | | | | 01/26/2007 ⁽²⁾ 07/26/2016 | Common Stock | 12,000 |
| Stock Option (Right to buy) | \$ 14.63 | | | | | 02/01/2008 ⁽³⁾ 08/01/2017 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 8.69 | | | | | 01/30/2009 ⁽⁴⁾ 01/30/2018 | Common Stock | 12,000 |

Reporting Owners

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

Signatures

Sandra Miller,
Attorney-in-Fact

11/03/2008

**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) On July 27, 2005, the reporting person received a stock option which vested upon grant.

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- (2) On July 26, 2006, the reporting person was granted an option to purchase 12,000 shares of common stock. The option vested upon grant.
- (3) On August 1, 2007, the reporting person was granted an option to exercise 12,000 shares of Common Stock. The stock option vests immediately.
- (4) On July 30, 2008, the reporting person was granted an option to purchase 12,000 shares of Common Stock. The stock option vests immediately.

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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