Bassett Martin Form 4 July 30, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

See Instruction 30(h) of the Investment Company

1(b).

(Print or Type Responses)

1. Name and A Bassett Mar	ddress of Reporting Po	Symbol	r Name <b>and</b> Ticker or Trading TOPHER & BANKS CORP	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 4800 SUNN	(First) (M:	3. Date of (Month/D 07/29/20		_X_ Director 10% Owner Officer (give title below) Other (specify below)		
			endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip) Table	le I - Non-Derivative Securities A	cquired, 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)	Code (D)	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/29/2009		A(1) 10,000 A \$0	14,083 (4) 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. Transacti Code (Instr. 8)	5. Number of or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (Right to Buy)	\$ 10.2					11/20/2008(2)	05/20/2018	Common Stock	2,0
Stock Option (Right to Buy)	\$ 8.69					01/30/2009(2)	07/30/2018(5)	Common Stock	12,0
Stock Option (Right to Buy)	\$ 6.98	07/29/2009		A	36,000	01/29/2010(3)	07/29/2019	Common Stock	36,0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bassett Martin 4800 SUNNYSIDE ROAD EDINA, MN 55424	X			

#### **Signatures**

Sandra Miller, Attorney-in-Fact 07/30/2009

\*\*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 29, 2009, the reporting person was awarded 10,000 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares awarded are subject to forfeiture and are restricted from sale for a period of six months from the date of grant.
- (2) The reporting person was granted an option that becomes fully exercisable six months after the date of grant, beginning the date shown.
- (3) 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.

(4) This number includes restricted stock awards.

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(5) The date of expiration was inaccurately reported on prior filings and has been corrected.

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.