

BARENBAUM LARRY C
 Form 4
 July 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
07/27/2010

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

PLYMOUTH, MN 55441
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 07/27/2010 | | A ⁽⁴⁾ | 9,523 A \$ 0 | 51,523 ⁽⁵⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: BARENBAUM LARRY C - Form 4

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock 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 ⁽¹⁾ 07/26/2016 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 14.63 | | | | | 02/01/2008 ⁽¹⁾ 08/01/2017 | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 8.69 | | | | | 01/30/2009 ⁽¹⁾ 07/30/2018 ⁽³⁾ | Common Stock | 12,000 |
| Stock Option (Right to Buy) | \$ 6.98 | | | | | 01/29/2010 ⁽²⁾ 07/29/2019 | Common Stock | 36,000 |

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 07/29/2010

**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) The date of expiration was inaccurately reported on prior filings and has been corrected.
- (4) On July 27, 2010, the reporting person was awarded 9,523 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.
- (5) 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. 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.