

Ungerman Marc
Form 4
November 13, 2017

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 *
Ungerman Marc

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)
2400 XENIUM LANE NORTH

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2017

____ Director
 Officer (give title below) _____ Other (specify below)
Interim CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/12/2017 | | F(1) | 1,007 D \$ 1.24 | 12,257 (2) | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 1.39 | | | | | 11/12/2016 ⁽³⁾ 11/12/2025 | Common Stock | 15,609 |
| Employee Stock Option (Right to Buy) | \$ 2.12 | | | | | 09/01/2017 ⁽⁴⁾ 09/01/2026 | Common Stock | 43,009 |
| Employee Stock Option (Right to Buy) | \$ 1.28 | | | | | 03/16/2018 ⁽⁵⁾ 03/16/2027 | Common Stock | 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ungerman Marc 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441 | | | Interim CFO | |

Signatures

/s/ Brook T. Nuernberg,
Attorney-in-Fact

11/13/2017

**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) Represents a transaction involving a disposition to the Company of equity securities upon the vesting of restricted stock whereby the reporting person used a portion of the shares that vested to satisfy the resulting tax withholding obligations.

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- (2) This number includes restricted stock awards.
- (3) 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 shares on each of November 12, 2016, November 12, 2017 and November 12, 2018.
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.
- (5) On March 16, 2017, the reporting person was granted an option to purchase 45,000 shares of the Company's Common Stock. The option vests in three annual installments of 15,000 shares on each of March 16, 2018, March 16, 2019 and March 16, 2020.

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.