

CHRISTOPHER & BANKS CORP

Form 4

September 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Komarek Luke

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)

PLYMOUTH, MN 55441

(City)

(State)

(Zip)

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

09/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

SVP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/01/2016		A ⁽¹⁾	V Amount (D) 11,792 (2)	Price \$ 0	72,665 ⁽³⁾	D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.63					05/21/2008 ⁽⁴⁾ 05/21/2017	Common Stock	9,500
Employee Stock Option (Right to Buy)	\$ 13.31					10/30/2008 ⁽⁵⁾ 10/30/2017	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 10.56					04/14/2009 ⁽⁶⁾ 04/14/2018	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 4.18					04/13/2010 ⁽⁷⁾ 04/13/2019	Common Stock	35,000
Employee Stock Option (Right to Buy)	\$ 10.8					04/19/2011 ⁽⁸⁾ 04/19/2020	Common Stock	21,250
Employee Stock Option (Right to Buy)	\$ 6.28					04/18/2012 ⁽⁹⁾ 04/18/2021	Common Stock	26,250
Employee Stock Option (Right to Buy)	\$ 1.91					03/29/2013 ⁽¹⁰⁾ 03/29/2022	Common Stock	35,000
	\$ 6.25					03/15/2014 ⁽¹¹⁾ 03/15/2023		9,000

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 2.12 09/01/2016

A⁽¹⁾

86,019

09/01/2017⁽¹²⁾

09/01/2026

Common
Stock

86,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Komarek Luke 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, General Counsel	

Signatures

/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).

- (1) For purposes of setting the exercise price of the non-qualified stock option ("NQSO") award and for calculating both the time-based 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.
- (2) The reporting person was granted 11,792 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 3,931, 3,931 and 3,930 shares on September 1, 2017, September 1, 2018 and September 1, 2019 respectively.
- (3) This number includes restricted stock awards.
- (4) On May 21, 2007, the reporting person was granted an option to purchase 9,500 shares of common stock. The option vests equally in three annual installments beginning on May 21, 2008.
- (5) On October 30, 2007, the reporting person was granted an option to purchase 6,000 shares of common stock. The option vests equally in three annual installments beginning on October 30, 2008.
- (6) On April 14, 2008, the reporting person was granted an option to purchase 7,500 shares of Common Stock. The option vests equally in three annual installments beginning on April 14, 2009.
- (7) On April 13, 2009, the reporting person was granted an option to purchase 35,000 shares of Common Stock. The option vests equally in five annual installments of 7,000 shares beginning on April 13, 2010.
- (8) On April 19, 2010, the reporting person was granted an option to purchase 21,200 shares of Common Stock. The option vests in three annual installments of 7,066 shares on April 19, 2011, 7,067 shares on April 19, 2012 and 7,067 shares on April 19, 2013.
- (9) On April 18, 2011, the reporting person was granted an option to purchase 26,236 shares of Common Stock. The option vests in three annual installments of 8,746 shares on April 18, 2012, 8,745 shares on April 18, 2013 and 8,745 shares on April 18, 2014.

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- (10) On March 29, 2012, the reporting person was granted an option to purchase 35,749 shares of Common Stock. The option vests in three annual installments of 11,917 shares on March 29, 2013, 11,916 shares on March 29, 2014 and 11,916 shares on March 29, 2015.
- (11) On March 15, 2013, the reporting person was granted an option to purchase 9,039 shares of the Company's Common Stock. The option vests in three annual installments of 3,013 shares on each of March 15, 2014, March 15, 2015 and March 15, 2016.
- (12) On September 1, 2016, the reporting person was granted an option to purchase 86,019 shares of the Company's Common Stock. The option vests in three annual installments of 28,673 shares on each of September 1, 2017, September 1, 2018 and 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.

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