

CHRISTOPHER & BANKS CORP
Form 4
August 09, 2006

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 *
Dahl Monica L

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 N
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Operating Officer

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)	Price		
			Code	V	Amount		
Common Stock ⁽¹⁾	08/07/2006		A		70,000	A	
					\$ 0.01		
					72,800	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. F...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) ⁽²⁾	\$ 17.9					05/10/2005	05/10/2014	Common Stock	12,000
Employee Stock Option (right to buy) ⁽³⁾	\$ 16.41					11/03/2005	11/03/2014	Common Stock	18,000
Employee Stock Option (right to buy) ⁽⁴⁾	\$ 19.45					02/07/2007	02/07/2016	Common Stock	16,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dahl Monica L 2400 XENIUM LANE N PLYMOUTH, MN 55441			EVP & Chief Operating Officer	

Signatures

Barbara Spilane,
Attorney-in-Fact

08/09/2006

**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 August 7, 2006, the reporting person was awarded 70,000 shares of common stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture if continued employment and Company performance criteria are not met. The shares vest as follows: 7,000

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shares on May 31, 2007; 10,500 shares on May 31, 2008; 10,500 shares on May 31, 2009; 10,500 shares on May 31, 2010; 10,500 shares on May 31, 2011; 10,500 shares on May 31, 2012; and 10,500 shares on May 31, 2013.

- (2) On May 10, 2004, the reporting person was granted an option to purchase 12,000 shares of common stock. The option vests equally in three annual installments beginning on May 10, 2005.
- (3) On November 3, 2004, the reporting person was granted an option to purchase 18,000 shares of common stock. The option vests equally in three annual installments beginning on November 3, 2005.
- (4) On February 7, 2006, the reporting person was granted an option to purchase 16,500 shares of common stock. The option vests equally in three annual installments beginning on February 7, 2007.

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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