

Cohn Mark A  
Form 4  
July 30, 2009

**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 \*  
Cohn Mark A

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)  
20520 EXCELSIOR BOULEVARD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/29/2009

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

SHOREWOOD, MN 55331

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)
			Code	V	Amount	(D)	Price
Common Stock	07/29/2009		A <sup>(1)</sup>		10,000	D	\$ 0
					10,000	<sup>(4)</sup>	D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.78					04/02/2007 <sup>(2)</sup> 10/02/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 14.63					02/01/2008 <sup>(2)</sup> 08/01/2017	Common Stock	12,000
Stock Option (Right to Buy)	\$ 8.69					01/30/2009 <sup>(2)</sup> 07/30/2018 <sup>(5)</sup>	Common Stock	12,000
Stock Option (Right to Buy)	\$ 6.98	07/29/2009		A	36,000	01/29/2010 <sup>(3)</sup> 07/29/2019	Common Stock	36,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohn Mark A 20520 EXCELSIOR BOULEVARD SHOREWOOD, MN 55331		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.

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- (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.
- (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.

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