CHRISTOPHER & BANKS CORP

Form 4 March 20, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MICHIELUTTI PETER G

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

2400 XENIUM LANE NORTH

(First)

CHRISTOPHER & BANKS CORP

[CBK]

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

Filed(Month/Day/Year)

03/16/2017

below) EVP, COO and CFO

(Street) 4. If Amendment, Date Original

(Middle)

below)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

PLYMOUTH, MN 55441

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

95,493 (1) D

Common Stock

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. Transactic Code (Instr. 8)	5. Number of corderivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 1.86					04/19/2013(2)	04/23/2022	Common Stock	30
Employee Stock Option (Right to Buy)	\$ 6.25					03/15/2014(3)	03/15/2023	Common Stock	13
Employee Stock Option (Right to Buy)	\$ 2.12					09/01/2017 <u>(4)</u>	09/01/2026	Common Stock	129
Employee Stock Option (Right to Buy)	\$ 1.28	03/16/2017		A	120,000	03/16/2018(5)	03/16/2027	Common Stock	120

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MICHIELUTTI PETER G 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			EVP, COO and CFO				

Signatures

/s/Brook T. Nuernberg, Attorney-in-Fact 03/20/2017

**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).

Reporting Owners 2

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- (1) This number includes restricted stock awards.
- On April 23, 2012, the reporting person was granted an option to purchase 30,000 shares of the Company's Common Stock that becomes (2) fully exercisable on April 19, 2013. The option is subject to accelerated vesting in the event the reporting person is terminated by the Company, other than for cause, and accelerated vesting on a pro rata basis in the event of his death or disability.
- On March 15, 2013, the reporting person was granted an option to purchase 13,755 shares of the Company's Common Stock. The option vests in three annual installments of 4,585 shares on each of March 15, 2014, March 15, 2015 and March 15, 2016.
- On September 1, 2016, the reporting person was granted an option to purchase 129,028 shares of the Company's Common Stock. The option vests in three annual installments of 43,010 shares on September 1, 2017, 43,009 shares on September 1, 2018 and 43,009 shares on September 1, 2019.
- On March 16, 2017, the reporting person was granted an option to purchase 120,000 shares of the Company's Common Stock. The option vests in three annual installments of 40,000 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.