

Cohn Mark A  
 Form 4  
 August 01, 2008

**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)  
 5624 LINCOLN DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/30/2008

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

EDINA, MN 55436  
 (City) (State) (Zip)

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

**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		
Common Stock	07/30/2008		A <sup>(1)</sup>	3,500	A \$ 0	9,083	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
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>(3)</sup>	08/01/2017	Common Stock	12,000
Stock Option (Right to Buy)	\$ 8.69	07/30/2008		A	12,000	01/30/2009 <sup>(4)</sup>	01/30/2018	Common Stock	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohn Mark A 5624 LINCOLN DRIVE EDINA, MN 55436	X			

## Signatures

Sandra Miller,  
Attorney-in-Fact 08/01/2008

        \*\*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 30, 2008, the reporting person was awarded 3,500 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture and vest on January 30, 2009.
- (2) On October 2, 2006, the reporting person was granted an option to purchase 10,000 shares which vested upon grant.
- (3) On August 1, 2007, the reporting person was granted an option to exercise 12,000 shares of common stock. The stock option vests immediately.
- (4) On July 30, 2008, the reporting person was granted an option to exercise 12,000 shares of Common Stock. The stock option vests immediately.

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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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