

CHRISTOPHER & BANKS CORP
 Form 4
 May 11, 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 *
EZRILOV ROBERT

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)
11706 FOXHALL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/17/2006

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

MINNETONKA, MN 55305
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 04/17/2006 | | M | 5,000 A \$ 11.5533 | 10,000 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) <u>(1)</u> <u>(6)</u> | \$ 11.5533 | 04/17/2006 | | M | 5,000 | 02/01/2002 08/01/2006 | Common Stock | 5,000 |
| Option (right to buy) <u>(2)</u> <u>(6)</u> | \$ 22.67 | | | | | 01/31/2003 07/31/2007 | Common Stock | 37,970 |
| Option (right to buy) <u>(3)</u> <u>(6)</u> | \$ 25.7 | | | | | 01/30/2004 07/30/2008 | Common Stock | 18,000 |
| Option (right to buy) <u>(4)</u> | \$ 15.89 | | | | | 01/28/2005 07/28/2009 | Common Stock | 18,000 |
| Option (right to buy) <u>(5)</u> | \$ 18.79 | | | | | 01/27/2006 07/27/2010 | Common Stock | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EZRILOV ROBERT 11706 FOXHALL ROAD MINNETONKA, MN 55305 | X | | | |

Signatures

Barbara J. Spilane,
Attorney-in-Fact

05/11/2006

**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 1, 2001, the reporting person received a stock option which vested upon grant.
- (2) On July 31, 2002, the reporting person received a stock option which vested upon grant.
- (3) On July 30, 2003, the reporting person received a stock option which vested upon grant.
- (4) On July 28, 2004, the reporting person received a stock option which vested upon grant.
- (5) On July 27, 2005, the reporting person received a option which vested upon grant.
- (6) On December 12, 2001 and August 27, 2003, the Company effected 3-for-2 stock splits. The above share amounts and prices reflect the effect of the stock splits.

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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