

CHRISTOPHER & BANKS CORP  
 Form 4  
 June 27, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Sharpe William F. III

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 NORTH  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/25/2016

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

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) Code V Amount (D) Price			
Common Stock					91,030	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)
Restricted Stock Units	(2)	06/25/2016		D	16,393	(3) (3)	Common Stock 16,393
Phantom Stock	(4)	06/25/2016		A	16,393	(5) (5)	Common Stock 16,393

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sharpe William F. III 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441	X			

## Signatures

Brook T. Nuernberg,  
Attorney-in-Fact

06/27/2016

\_\_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).

- Previously reported as restricted stock units. Pursuant to a prior election of the reporting person, upon vesting on June 25, 2016 of
- (1) restricted stock units previously granted to the reporting person, the reporting person deferred the receipt of 16,393 shares of common stock and received instead an equal number of shares of phantom stock pursuant to the Company's 2013 Directors' Equity Incentive Plan.
  - (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock on a one-for-one basis. The restricted stock units vest in full on the earlier of (i) June 25, 2016 or (ii) the date of the 2016 Annual Meeting of Stockholders.
  - (3) Vested shares will be delivered in a single lump sum to the reporting person effective as of January 1, 2017 or if earlier, effective as of the date when the reporting person no longer serves as a director of the Company in accordance with the election of the reporting person.
  - (4) Each share of phantom stock represents a right to receive one share of common stock.
  - (5) The phantom stock becomes payable in a single issuance of common stock on January 1, 2017 in accordance with the prior election of the reporting person.

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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