

Pickens Edward Keith
 Form 4
 April 21, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 Pickens Edward Keith

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)
 04/19/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Chief Information Officer

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) Price			
Common Stock	04/19/2010		A ⁽³⁾	7,000 A \$ 0	22,000	D	
Common Stock	04/19/2010		A ⁽⁴⁾	5,600 A \$ 0	27,600 ⁽⁵⁾	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)

Edgar Filing: Pickens Edward Keith - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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
Employee Stock Option (Right to Buy)	\$ 6.38					11/02/2010 ⁽¹⁾ 11/02/2019	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 10.8	04/19/2010		A	19,600	04/19/2011 ⁽²⁾ 04/19/2020	Common Stock	19,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pickens Edward Keith 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			SVP, Chief Information Officer	

Signatures

Sandra Miller,
Attorney-in-Fact
Date: 04/21/2010

**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 November 2, 2009, the reporting person was granted an option to exercise 30,000 shares of Common Stock. The option vests equally in five annual installments of 6,000 shares beginning on November 2, 2010.
 - (2) On April 19, 2010, the reporting person was granted an option to exercise 19,600 shares of Common Stock. The option vests in three annual installments of 6,533 shares on April 19, 2011, 6,533 shares on April 19, 2012 and 6,534 shares on April 19, 2013.
On April 19, 2010, the reporting person was granted 7,000 shares of Common Stock pursuant to a Restricted Stock Agreement. The
 - (3) shares are subject to forfeiture and are scheduled to vest as to one-third of the shares on each of April 19, 2011, April 19, 2012 and April 19, 2013, pursuant to the terms of the Restricted Stock Agreement.

Edgar Filing: Pickens Edward Keith - Form 4

On April 19, 2010, the reporting person was granted 5,600 shares of Common Stock pursuant to a Restricted Stock Agreement. All or a portion of the shares are subject to forfeiture based on pre-determined corporate financial performance criteria for fiscal year 2011.

- (4) Following the completion of fiscal 2011, a determination will be made if the threshold financial performance criteria have been met or exceeded. If the threshold level of performance is not met, all of the Restricted Stock is forfeited. To the extent that the performance-based restrictions lapse as to some or all of the Restricted Stock, then the shares vest as follows: (i) one-third as of the date the performance-based restrictions lapse and (ii) one-third each on April 19, 2012 and April 19, 2013.
- (5) This number includes restricted stock.

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.