

CHRISTOPHER & BANKS CORP  
Form 4  
April 16, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
LYFTOGT MICHEAL J

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 N  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/14/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President Finance

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock <sup>(1)</sup>     | 04/14/2008                           |  | A                              |   | 1,100 A \$ 0 18,150   | D  |                                   |
| Common Stock <sup>(2)</sup>     | 04/14/2008                           |  | A                              |   | 1,650 A \$ 0 19,800   | 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)

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**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 Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy) <sup>(3)</sup> | \$ 21.4667   | 01/07/2002                           |  | M                              | 11,250  | 01/07/2003 01/07/2012                                    | Common Stock 11,250   |
| Employee Stock Option (Right to Buy) <sup>(4)</sup> | \$ 18.33   | 01/06/2004                           |  | M                              | 9,000   | 01/06/2005 01/06/2014                                    | Common Stock 9,000  |
| Employee Stock Option (Right to Buy) <sup>(5)</sup> | \$ 19.45   | 02/07/2006                           |  | M                              | 8,200   | 02/07/2007 02/07/2016                                    | Common Stock 8,200  |
| Employee Stock Option (Right to Buy) <sup>(6)</sup> | \$ 17.98   | 04/18/2007                           |  | M                              | 6,250   | 04/18/2008 04/18/2017                                    | Common Stock 6,250  |
| Employee Stock Option (Right to Buy) <sup>(7)</sup> | \$ 10.56   | 04/14/2008                           |  | M                              | 3,400   | 04/14/2009 04/19/2018                                    | Common Stock 3,400  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| LYFTOGT MICHEAL J<br>2400 XENIUM LANE N<br>PLYMOUTH, MN 55441 |               |           | Vice President Finance |       |

## Signatures

Sandra Miller,  
Attorney-in-Fact

04/16/2008

\_\_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 April 14, 2008, the reporting person was granted 1,100 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture and are scheduled to vest on April 14, 2011 pursuant to the terms of the Restricted Stock Agreement.  
On April 14, 2008, the reporting person was granted 1,650 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture based on pre-determined corporate financial performance criteria for fiscal year 2009. Following the completion of fiscal 2009, a determination will be made as to whether the performance-based restrictions lapse as to some or all of the Restricted Stock. To the extent that the performance-based restrictions lapse, 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 14, 2010 and April 14, 2011.
- (3) The original option (11,250) shares granted January 7, 2002 becomes exercisable in three annual increments of 3,750 shares beginning January 7, 2003.
- (4) The original option (9,000 shares) granted January 6, 2004 becomes exercisable in three annual installments of 3,000 shares beginning January 6, 2005.
- (5) The original option (8,200) shares granted on February 7, 2006 becomes exercisable as to 2,733 shares on February 7, 2007 and February 7, 2008 and 2,734 shares on February 7, 2009.
- (6) On April 18, 2007, the reporting person was granted an option to exercise 6,250 shares of Common Stock. The option vests equally in three annual installments beginning on April 18, 2008.
- (7) On April 14, 2008, the reporting person was granted an option to exercise 3,400 shares of Common Stock. The option vests equally in three annual installments beginning on April 14, 2009.

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.