

Ungerman Marc
Form 4
November 13, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ungerman Marc

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)

11/12/2017

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

Interim CFO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PLYMOUTH, MN 55441

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2017		F ⁽¹⁾	V Amount (D) Price 1,007 D \$ 1.24	12,257 ⁽²⁾	D	

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

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information contained in this form are not
required to respond unless the form
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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.39					11/12/2016 ⁽³⁾	11/12/2025	Common Stock	15,609
Employee Stock Option (Right to Buy)	\$ 2.12					09/01/2017 ⁽⁴⁾	09/01/2026	Common Stock	43,009
Employee Stock Option (Right to Buy)	\$ 1.28					03/16/2018 ⁽⁵⁾	03/16/2027	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ungerman Marc 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441			Interim CFO	

Signatures

/s/ Brook T. Nuernberg,
Attorney-in-Fact

11/13/2017

**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) Represents a transaction involving a disposition to the Company of equity securities upon the vesting of restricted stock whereby the reporting person used a portion of the shares that vested to satisfy the resulting tax withholding obligations.

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- (2) This number includes restricted stock awards.
- (3) On November 12, 2015, the reporting person was granted an option to purchase 15,609 shares of the Company's Common Stock. The option vests in three annual installments of 5,203 shares on each of November 12, 2016, November 12, 2017 and November 12, 2018.
- On September 1, 2016, the reporting person was granted an option to purchase 43,009 shares of the Company's Common Stock. The
- (4) option vests in three annual installments of 14,337 shares on September 1, 2017, 14,336 shares on September 1, 2018 and 14,336 shares on September 1, 2019.
- (5) On March 16, 2017, the reporting person was granted an option to purchase 45,000 shares of the Company's Common Stock. The option vests in three annual installments of 15,000 shares on each of March 16, 2018, March 16, 2019 and March 16, 2020.

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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