#### LYFTOGT MICHEAL J

Form 4 April 15, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

04/13/2009

04/13/2009

Symbol CHRIS	CHRISTOPHER & BANKS CORP			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Month/	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2009			Director 10% Owner _X_ Officer (give title Other (specify below)  Vice President Finance			
	The state of the s	Č	Applicable Line)				
				1 0			
(Zip) Tal	ole I - Non-D	Derivative Securities Ac	quired, Disposed	of, or Beneficial	lly Owned		
Execution Date, if any	Code ) (Instr. 8)	on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or	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)		
(	Symbol CHRIS [CBK]  (Middle) 3. Date of (Month/) RTH 04/13/2 4. If Am Filed(Month/)  (Zip) Take the 2A. Deemed (Can be any)  Execution Date, if any	Symbol CHRISTOPHER [CBK]  (Middle) 3. Date of Earliest Tr (Month/Day/Year)  RTH 04/13/2009  4. If Amendment, Da Filed(Month/Day/Year)  (Zip) Table I - Non-E  ate 2A. Deemed 3.  r) Execution Date, if Transacti any Code (Month/Day/Year) (Instr. 8)	Symbol CHRISTOPHER & BANKS CORP [CBK]  (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  RTH 04/13/2009  4. If Amendment, Date Original Filed(Month/Day/Year)  (Zip) Table I - Non-Derivative Securities Act to 2A. Deemed 3. 4. Securities Acquired r) Execution Date, if Transaction(A) or Disposed of any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or	Symbol CHRISTOPHER & BANKS CORP [CBK]  (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  ATH 04/13/2009  4. If Amendment, Date Original Filed(Month/Day/Year)  Applicable Line X_ Form filed by Person  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed  atte 2A. Deemed 3. 4. Securities Acquired, Disposed of any Code (D)  Execution Date, if Transaction(A) or Disposed of any (Month/Day/Year)  (A)  (Disposed of Securities Acquired Following Reported Transaction(s) (Instr. 3 and 4)	Symbol CHRISTOPHER & BANKS CORP [CBK]  (Middle) 3. Date of Earliest Transaction (Month/Day/Year) CHRISTOPHER & BANKS CORP [CBK]  (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  Applicable Line)  — Form filed by One Reporting Poreson  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial and the 2A. Deemed  A. Securities Acquired A. Securities Acquired A. Securities Form: Direct any Code (D)		

Code V

 $A^{(6)}$ 

 $A^{(7)}$ 

Amount

10,500 A

A

7,000

Price

\$0

\$0

13,300

23,800

D

D

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Yea	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Employee Stock Option (Right to Buy)	\$ 21.4667					01/07/2003(1)	01/07/2012	Common Stock	11,2	
Employee Stock Option (Right to Buy)	\$ 18.33					01/06/2005(2)	01/06/2014	Common Stock	9,00	
Employee Stock Option (Right to Buy)	\$ 19.45					02/07/2007 <u>(3)</u>	02/07/2016	Common Stock	8,20	
Employee Stock Option (Right to Buy)	\$ 17.98					04/18/2008(4)	04/18/2017	Common Stock	6,25	
Employee Stock Option (Right to Buy)	\$ 10.56					04/14/2009(5)	04/15/2018	Common Stock	3,40	
Employee Stock Option (Right to Buy)	\$ 4.18	04/13/2009		A	15,000	04/14/2010(8)	04/14/2019	Common Stock	15,0	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

LYFTOGT MICHEAL J 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441 Vice President Finance

# **Signatures**

Sandra Miller, Attorney-in-Fact 04/15/2009

\*\*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).
- The original option (11,250) shares granted January 7, 2002 becomes exercisable in three annual increments of 3,750 shares beginning January 7, 2003.
- The original option (9,000 shares) granted January 6, 2004 becomes exercisable in three annual installments of 3,000 shares beginning January 6, 2005.
- (3) 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.
- (4) 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.
- (5) 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.
- On April 13, 2009, the reporting person was granted 7,000 shares of Common Stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture and are scheduled to vest as to 2,333 shares on each of April 13, 2010 and April 13, 2011 and to 2,334 shares on April 13, 2012, pursuant to the terms of the Restricted Stock Agreement.
  - On April 13, 2009, the reporting person was granted 10,500 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 2010.
- (7) Following the completion of fiscal 2010, 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 13, 2011 and April 13, 2012.
- (8) On April 13, 2009, the reporting person was granted an option to exercise 15,000 shares of Common Stock. The option vests equally in five annual installments of 3,000 shares beginning on April 13, 2010.

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.

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