

WESTERHAM KIM M
Form 4
February 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
WESTERHAM KIM M

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)
02/07/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP Merch Planning & Distro

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 (D) Price | | | |
| Common Stock | 02/07/2006 | | A | | 1,450 A \$ 0 | 14,050 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) <u>(1)</u> <u>(5)</u> | \$ 1.7942 | | | | | 06/17/2000 | 06/17/2009 | Common Stock | 6,495 |
| Employee Stock Option (right to buy) <u>(2)</u> <u>(5)</u> | \$ 7.7778 | | | | | 07/27/2001 | 07/27/2010 | Common Stock | 33,750 |
| Employee Stock Option (right to buy) <u>(3)</u> <u>(5)</u> | \$ 21.4667 | | | | | 01/07/2003 | 01/07/2012 | Common Stock | 30,000 |
| Employee Stock Option (right to buy) <u>(4)</u> | \$ 18.33 | | | | | 01/06/2005 | 01/06/2014 | Common Stock | 22,500 |
| Employee Stock Option (right to buy) <u>(6)</u> | \$ 19.45 | 02/07/2006 | | M | 8,200 | 02/07/2007 | 02/07/2016 | Common Stock | 8,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WESTERHAM KIM M 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441 | | | VP Merch Planning & Distro | |

Signatures

/s/ Kim M.

Westerham

12/30/2005

 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 June 17, 1999, the reporting person was granted an option to purchase 75,938 shares of common stock. The option vests annually in three equal installments beginning on June 17, 2000.
 - (2) On July 27, 2000, the reporting person was granted an option to purchase 33,750 shares of common stock. The option vests annually in three equal installments beginning on July 27, 2001.
 - (3) On January 7, 2002, the reporting person was granted an option to purchase 30,000 shares of common stock. The option vests annually in three equal installments beginning on January 7, 2003.
 - (4) On January 6, 2004, the reporting person was granted an option to purchase 22,500 shares of common stock. The option vests annually in three equal installments beginning on January 6, 2005.
 - (5) On December 14, 1999, July 11, 2000, February 12, 2001, December 12, 2001, and August 27, 2003, the Company effected 3-for-2 stock splits. The above share amounts and prices reflect the effect of the stock splits.
 - (6) On February 7, 2006, the reporting person was granted an option to purchase 8,200 shares of common stock. The option vests annually in three equal installments beginning on February 7, 2007.

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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