CHRISTOPHER & BANKS CORP

Form 4 July 28, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

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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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BARENBAUM LARRY C Issuer Symbol CHRISTOPHER & BANKS CORP (Check all applicable) [CBK] 3. Date of Earliest Transaction (Last) (First) (Middle) X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 925 WALLACE DRIVE 07/26/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **AMERY, WI 54001** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially Beneficial Disposed of (D) (D) or (Month/Day/Year) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 07/26/2006 A 2,500 \$0 32,500 D Α Stock (5)

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Y	e	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
Option (right to buy) (1)	\$ 22.6733					01/31/2003	07/31/2007	Common Stock	25,470
Option (right to buy) (2)	\$ 25.7					01/30/2004	07/30/2008	Common Stock	18,000
Option (right to buy) (3)	\$ 15.89					01/28/2005	07/28/2009	Common Stock	18,000
Option (right to buy) (4)	\$ 18.79					01/27/2006	07/27/2010	Common Stock	18,000
Stock Option (right to buy) (6)	\$ 26.61	07/26/2006		M	12,000	01/26/2007	07/26/2016	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BARENBAUM LARRY C 925 WALLACE DRIVE AMERY, WI 54001	X					

Signatures

Barbara J. Spilane, Attorney-in-Fact 07/28/2006

**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 July 31, 2002, the reporting person received a stock option which vested upon grant.
- (2) On July 30, 2003, the reporting person received a stock option which vested upon grant.

Reporting Owners 2

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- (3) On July 28, 2004, the reporting person received a stock option which vested upon grant.
- (4) On July 27, 2005, the reporting person received a stock option which vested upon grant.
- On July 26, 2006, the reporting person was awarded 2,500 shares of common stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture and vest on January 26, 2007.
- (6) On July 26, 2006, the reporting person was granted an option to purchase 12,000 shares of common stock. The option vested upon grant. 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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