

WESTERHAM KIM M
Form 4/A
February 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

PLYMOUTH, MN 55441

4. If Amendment, Date Original Filed(Month/Day/Year)
02/21/2006

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)
				(A) or (D) Price			
Common Stock ⁽⁷⁾	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: WESTERHAM KIM M - Form 4/A

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.
 - (7) Note, this footnote inadvertently left off original filing: On February 7, 2006, the reporting person was awarded 1,450 shares of common stock pursuant to a Restricted Stock Agreement. The shares are subject to forfeiture and vest on January 7, 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.