

CHRISTOPHER & BANKS CORP  
 Form 4  
 July 28, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Beeler Donald D

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/26/2006

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

4450 MANITOU ROAD

(Street)

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

TONKA BAY, MN 55331

(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)	Amount or Price			
Common Stock (6)	07/26/2006		A	V	2,500	A \$ 0	12,500	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)**

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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
Stock option (right to buy) <u>(1)</u> <u>(5)</u>	\$ 22.6733							01/31/2003	07/31/2007	Common Stock	17,970
Stock Option (right to buy) <u>(2)</u> <u>(5)</u>	\$ 25.7							01/30/2004	07/30/2008	Common Stock	18,000
Stock Option (right to buy) <u>(3)</u>	\$ 15.89							01/28/2005	07/28/2009	Common Stock	8,000
Stock Option (right to buy) <u>(4)</u>	\$ 18.79							01/27/2006	07/27/2010	Common Stock	18,000
Stock Option (right to buy) <u>(7)</u>	\$ 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
Beeler Donald D 4450 MANITOU ROAD TONKA BAY, MN 55331	X			

## Signatures

Barbara 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.
- (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.
- (5) On August 27, 2003, the Company effected a 3-for-2 stock split. The above share amounts and prices reflect the effect of the stock split.
- (6) 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.
- (7) 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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