

PRANGE JOHN F
Form 4
January 31, 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 *
PRANGE JOHN F

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)
01/27/2006

____ Director
 Officer (give title below) _____ Other (specify below)
VP Human Resources

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/27/2006 | | M | | \$ 7,207 | D | |
| Common Stock | 01/27/2006 | | S | | \$ 19.56 5,607 | D | |
| Common Stock | 01/27/2006 | | S | | \$ 19.57 5,307 | D | |
| Common Stock | 01/27/2006 | | S | | \$ 19.58 4,607 | D | |
| Common Stock | 01/27/2006 | | S | | \$ 19.6 307 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------|---|
| Common Stock | 01/27/2006 | S | 100 | D | \$ 19.63 | 207 | D |
| Common Stock | 01/30/2006 | M | 5,000 | A | \$ 10.537 | 5,207 | D |
| Common Stock | 01/31/2006 | S | 2,000 | D | \$ 19.38 | 3,207 | D |
| Common Stock | 01/31/2006 | S | 500 | D | \$ 19.43 | 2,707 | D |
| Common Stock | 01/31/2006 | S | 1,300 | D | \$ 19.46 | 1,407 | D |
| Common Stock | 01/31/2006 | S | 200 | D | \$ 19.48 | 1,207 | D |
| Common Stock | 01/31/2006 | S | 1,000 | D | \$ 19.51 | 207 | 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.

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(9-02)

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

| 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>(4)</u> | \$ 10.5371 | 01/27/2006 | | M | 7,000 | 10/16/2001 | 10/16/2010 | Common Stock | 17,500 |
| Employee Stock Option (right to buy) <u>(1)</u> <u>(4)</u> | \$ 10.5371 | 01/30/2006 | | M | 5,000 | 10/16/2001 | 10/16/2010 | Common Stock | 10,500 |

| | | | | | |
|---|------------|------------|------------|-----------------|--------|
| Employee Stock Option | \$ 21.4667 | 01/07/2003 | 01/07/2012 | Common Stock | 30,000 |
| (right to buy) <u>(2)</u> <u>(4)</u> | | | | | |
| Employee Stock Option | \$ 18.33 | 01/06/2005 | 01/06/2014 | Common Stock | 22,500 |
| (right to buy) <u>(3)</u> | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRANGE JOHN F 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441 | | | VP Human Resources | |

Signatures

/s/ John F.
Prange

01/31/2006

 **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 October 16, 2000, the reporting person was granted an option to purchase 33,750 shares of common stock. The option vests in three equal annual installments beginning October 16, 2001.
 - (2) 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.
 - (3) 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.
 - (4) On 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.

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.