NEAL RALPH Form 4 February 01, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **NEAL RALPH**

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

CHRISTOPHER & BANKS CORP

(Check all applicable)

[CBK]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 01/31/2006

Director 10% Owner X_ Officer (give title Other (specify

below) Exec VP - Store Operations

2400 XENIUM LANE NORTH (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PLYMOUTH, MN 55441

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect

(Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount (D)

Transaction(s) Price

(Instr. 3 and 4)

Common Stock

01/31/2006

M 12,857 7.7778

56,116

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. Transactic Code (Instr. 8)			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 Number Shares
Employee Stock Option (right to buy) (1) (4)	\$ 7.7778	01/31/2006		M		12,857	07/27/2001	07/27/2010	Common Stock	121,65
Employee Stock Option (right to buy) (2) (4)	\$ 21.4667						01/07/2003	01/07/2012	Common Stock	180,00
Employee Stock Option (right to buy) (3)	\$ 18.33						01/06/2005	01/06/2014	Common Stock	135,00

Reporting Owners

Reporting Owner Name /	Address	Relationships

Director 10% Owner Officer Other

NEAL RALPH 2400 XENIUM LANE NORTH PLYMOUTH, MN 55441

Exec VP - Store Operations

Signatures

/s/ Ralph C. 02/01/2006 Neal

**Signature of Date
Reporting Person

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 27, 2000, the reporting person was granted an option to purchase 168,750 shares of common stock. The option vests in five equal annual installments beginning on July 27, 2001.
- (2) On January 7, 2002, the reporting person was granted an option to purchase 180,000 shares of common stock. The option vests in four annual installments beginning on January 7, 2003.

Reporting Owners 2

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- On January 6, 2004, the reporting person was granted an option to purchase 135,000 shares of common stock. The option vests in three annual installments beginning on January 6, 2005.
- On February 12, 2001, December 12, 2001, and August 27, 2003, the Company effected 3-for-2 stock splits. The above 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.