

ROEDER ROSS E
Form 4
March 12, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROEDER ROSS E

(Last) (First) (Middle)

6901B 16TH STREET, NE

(Street)

ST. PETERSBURG, FL 33702

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CHICOS FAS INC [CHS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/08/2012		M	10,000 A	\$ 9.2525	148,946	D
Common Stock	03/09/2012		M	24,800 A	\$ 9.2525	173,746	D
Common Stock	03/12/2012		M	5,000 D	\$ 9.2525	178,746	D
Common Stock	03/08/2012		S	5,000 D	\$ 15.5	173,746	D
Common Stock	03/08/2012		S	5,000 D	\$ 15.45	168,746	D
	03/09/2012		S	2,000 D	\$ 15.62	166,746	D

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Common Stock								
Common Stock	03/09/2012	S	2,000	D	\$ 15.61	164,746	D	
Common Stock	03/09/2012	S	11,000	D	\$ 15.6	153,746	D	
Common Stock	03/09/2012	S	2,000	D	\$ 15.48	151,746	D	
Common Stock	03/09/2012	S	1,000	D	\$ 15.47	150,746	D	
Common Stock	03/09/2012	S	2,000	D	\$ 15.46	148,746	D	
Common Stock	03/09/2012	S	3,000	D	\$ 15.44	145,746	D	
Common Stock	03/09/2012	S	1,800	D	\$ 15.43	143,946	D	
Common Stock	03/12/2012	S	5,000	D	\$ 15.4	138,946	D	
Common Stock						30,000	I	Individual Retirement Account

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

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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
Director Stock Options	\$ 9.2525	03/08/2012		M	8,100	12/25/2002 06/25/2012	Common Stock 8,100

Director Stock Options	\$ 9.2525	03/08/2012	M	1,900	12/25/2002	06/25/2012	Common Stock	1,900
Director Stock Options	\$ 9.2525	03/09/2012	M	24,800	12/25/2002	06/25/2012	Common Stock	24,800
Director Stock Options	\$ 9.2525	03/12/2012	M	5,000	12/25/2012	06/25/2012	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROEDER ROSS E 6901B 16TH STREET, NE ST. PETERSBURG, FL 33702	X			

Signatures

Gregory S. Golovko, Attorney
in Fact

03/12/2012

**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).

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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