

ROEDER ROSS E
Form 4/A
April 02, 2012

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 *
ROEDER ROSS E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6901B 16TH STREET, NE
(Street)

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

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

ST. PETERSBURG, FL 33702

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2012

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2012		M		10,000	A	\$ 9.2525
Common Stock	03/09/2012		M		15,000 (1)	A	\$ 9.2525
Common Stock	03/12/2012		M		5,000	A	\$ 9.2525
Common Stock	03/08/2012		S		5,000	D	\$ 15.5
Common Stock	03/08/2012		S		5,000	D	\$ 15.45
	03/09/2012		S			D	\$ 15.6

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Common Stock						10,000 (1)					
Common Stock	03/09/2012		S			2,000 (1)	D	\$ 15.45	146,946	D	
Common Stock	03/09/2012		S			3,000 (1)	D	\$ 15.44	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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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)	Amount or Number of Shares	
				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	15,000 (1)	12/25/2002	06/25/2012	Common Stock	15,000
Director Stock Options	\$ 9.2525	03/12/2012		M	5,000	12/25/2002	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

A. Alexander Rhodes, Attorney in Fact	04/02/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) This amendment is being filed to correct the number of options shown as being exercised and shares subsequently sold on 3/9/2012. The original Form 4 reflected the exercise and sale of 24,800 shares. However, the correct number of shares exercised and sold was 15,000. The amounts in Column 5 on Table I and Column 9 on Table II are also corrected on this amended Form 4 to accurately reflect the amount of securities beneficially owned after correcting the exercise transaction on March 9, 2012.

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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