

ROEDER ROSS E  
Form 4/A  
April 02, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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

(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)  
03/12/2012

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 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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SEC 1474  
(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)	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	

