### ROEDER ROSS E

Form 4

March 12, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

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

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

CHICOS FAS INC [CHS]

(Check all applicable)

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

03/08/2012

\_X\_\_ Director Officer (give title

below)

10% Owner Other (specify

6901B 16TH STREET, NE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Street)

Filed(Month/Day/Year)

### ST. PETERSBURG, FL 33702

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 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	

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.

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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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 orDerivative 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

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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).

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.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).