

GIBSON VERNA K
Form 4
March 07, 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 *
GIBSON VERNA K

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)
11215 METRO PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2012

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

FT. MYERS, FL 33966

(City) (State) (Zip)

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

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 or Price		
Common Stock	03/05/2012		M		40,000 A \$ 9.2525	333,540	D
Common Stock	03/05/2012		M		87,600 A \$ 9.2525	421,140	D
Common Stock	03/05/2012		S		50,000 D \$ 15.274 (1)	371,140	D
Common Stock	03/06/2012		S		77,600 D \$ 15.0177 (2)	293,540	D
Common Stock						135,069	I by Husband

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Common Stock	125,000	I	by Trust
Common Stock	125,000	I	by Husband's Trust
Common Stock	100,000	I	by IRA
Common Stock	7,970	I	by Trust for Grandchild
Common Stock	6,000	I	by Trust for Grandchild
Common Stock	6,000	I	by Trust for Grandchild
Common Stock	4,000	I	by UTMA

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date			
				Code	V	(A)	(D)				
Director Stock Options	\$ 9.2525	03/05/2012		M		40,000		12/25/2002	06/25/2012	Common Stock	40,000
Director Stock Options	\$ 9.2525	03/05/2012		M		87,600		12/25/2002	06/25/2012	Common Stock	87,600

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

GIBSON VERNA K
11215 METRO PARKWAY X
FT. MYERS, FL 33966

Signatures

Gregory S. Golovko, Attorney
in Fact

03/07/2012

__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).

This transaction was executed in multiple trades at prices ranging from \$15.25 to \$15.38. The price reported above reflects the weighted
(1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$15.00 to \$15.18. The price reported above reflects the weighted
(2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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