

ROEDER ROSS E  
Form 4  
June 01, 2011

**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)  
05/27/2011

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

ST. PETERSBURG, FL 33702

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

(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	05/27/2011		M		30,000 A \$ 5.4	161,069	D
Common Stock	05/27/2011		S		3,500 D \$ 15.23	157,569	D
Common Stock	05/27/2011		S		100 D \$ 15.2209	157,469	D
Common Stock	05/27/2011		S		200 D \$ 15.2207	157,269	D
Common Stock	05/27/2011		S		2,200 D \$ 15.2201	155,069	D
	05/27/2011		S		5,400 D \$ 15.22	149,669	D

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Common Stock									
Common Stock	05/27/2011		S	100	D	\$ 15.2108	149,569	D	
Common Stock	05/27/2011		S	8,900	D	\$ 15.21	140,669	D	
Common Stock	05/27/2011		S	100	D	\$ 15.2003	140,569	D	
Common Stock	05/27/2011		S	2,400	D	\$ 15.2001	138,169	D	
Common Stock	05/27/2011		S	4,300	D	\$ 15.2	133,869	D	
Common Stock	05/27/2011		S	100	D	\$ 15.195	133,769	D	
Common Stock	05/27/2011		S	100	D	\$ 15.1906	133,669	D	
Common Stock	05/27/2011		S	1,800	D	\$ 15.19	131,869	D	
Common Stock	05/27/2011		S	800	D	\$ 15.18	131,069	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	
Director	\$ 5.4	05/27/2011		M	30,000	12/19/2001	06/19/2011	Common	30,000

Stock  
Options

Stock

## 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

06/01/2011

\_\_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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