

ROEDER ROSS E

Form 4/A

April 02, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/08/2012                              |                                                             | M                                    | 10,000 A<br>\$ 9.2525                                                   | 148,946                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/09/2012                              |                                                             | M                                    | 15,000<br>(1) 9.2525 A                                                  | 163,946                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/12/2012                              |                                                             | M                                    | 5,000 A<br>\$ 9.2525                                                    | 168,946                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/08/2012                              |                                                             | S                                    | 5,000 D<br>\$ 15.5                                                      | 163,946                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/08/2012                              |                                                             | S                                    | 5,000 D<br>\$ 15.45                                                     | 158,946                                                                                                            | D                                                                       |                                                                   |
|                                       | 03/09/2012                              |                                                             | S                                    | D<br>\$ 15.6                                                            | 148,946                                                                                                            | D                                                                       |                                                                   |

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|              |            |   |              |               |          |         |   |  |                               |
|--------------|------------|---|--------------|---------------|----------|---------|---|--|-------------------------------|
| Common Stock |            |   |              | 10,000<br>(1) |          |         |   |  |                               |
| Common Stock | 03/09/2012 | S | 2,000<br>(1) | D             | \$ 15.45 | 146,946 | D |  |                               |
| Common Stock | 03/09/2012 | S | 3,000<br>(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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | 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<br><u>(1)</u>                                     |     | 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<br>6901B 16TH STREET, NE<br>ST. PETERSBURG, FL 33702 |               | X         |         |       |

## Signatures

A. Alexander Rhodes, Attorney  
in Fact 04/02/2012

\_\_\_\_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).

- (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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