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DYER DAV	ID										
Form 4											
February 28,	2011										
FORM	4 UNITE	D STATES	5 SECUR	RITIES A	ND EXCI	HAN	GE C	OMMISSION	OMB AF	PROVAL	
					D.C. 2054				Number:	3235-0287	
Subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934						Expires:January 31 2001Estimated averageburden hours per response0.1		
obligation may cont <i>See</i> Instru 1(b).	ns Section 1'	7(a) of the	Public U	tility Hold		any A	Act of	1935 or Section	1		
(Print or Type F	Responses)										
			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)	3. Date of	Earliest Tr	ansaction			(Check	c all applicable)	
()			(Month/Day/Year) 02/24/2011				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO				
				mendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
FT. MYERS	5, FL 33966							Person	ore than One Re	porung	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if							5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common	02/24/2011			Code V A	Amount 100,000	(A) or (D) A	Price \$ 0	Transaction(s) (Instr. 3 and 4) 555,831	D		
Stock					(1)		, .				
Common Stock	02/24/2011			А	33,333 (2)	А	\$0	589,164	D		
Common Stock	02/24/2011			А	100,000 (3)	А	\$0	689,164	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o when i when i war out	Director	10% Owner	Officer	Other				
DYER DAVID 11215 METRO PARKWAY FT. MYERS, FL 33966	Х		President and CEO					
Signatures								
Gregory S. Golovko, Attorney In Fact	02/28/2011							
**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).

Performance-based restricted stock acquired pursuant to a performance grant under the issuer's Amended and Restated 2002 Omnibus Plan. These shares are earned and vest based on the extent to which pre-established performance objectives for the one year performance

- (1) period are achieved. Any portion of the initially issued shares that is not earned will not vest and will be forfeited. Any shares earned based on performance will vest on 2/24/2012. Any number of shares earned at the end of the one year performance period which are in excess of the shares received on the grant date will be reported upon issuance in 2012.
- (2) Represents shares in excess of shares received on the original 2/25/2010 grant date, which were earned as a result of the Company's performance against pre-established performance goals for fiscal 2010.
- (3) Restricted stock grant which vests 1/3 each year beginning 2/24/2012.

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.