Murray Cynthia Form 4 March 01, 2011

FORM 4

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

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

2005 Estimated average **SECURITIES** burden hours per

response...

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

02/25/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * Murray Cynthia			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			CHICOS FAS INC [CHS]			(Check all applicable)			
(Last)	(First) (Middle)	3. Date of	Earliest Tr	ansaction				
			(Month/D	ay/Year)		Director		Owner	
11215 METRO PARKWAY			02/25/20	011		X Officer (give title Other (specify below) Brand President - Chico's			
						Brand President - Chico's			
(Street)			4. If Ame	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mor	nth/Day/Year)	Applicable Line)				
			·		_X_ Form filed by One Reporting Person				
FT. MYERS, FL 33966						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative Securities Acq	quired, Disposed	of, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	e 2A. Deer	ned	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Yea		Execution	n Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct In	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/I	Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					(A)	Transaction(s)			

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

 $F_{\underline{(1)}}$

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

211,473

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

or

(D)

D

Price

13.83

Amount

882

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount Underlyi Securitie (Instr. 3	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Murray Cynthia

11215 METRO PARKWAY Brand President - Chico's

FT. MYERS, FL 33966

Signatures

Gregory S. Golovko, Attorney

in Fact 03/01/2011

**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).
- (1) Transaction involving a disposition to the Company of equity securities to satisfy tax withholding obligations in connection to the vesting of restricted stock.

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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