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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ROEDER ROSS E Issuer Symbol CHICOS FAS INC [CHS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 6901B 16TH STREET, NE 03/08/2012 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 03/12/2012 Form filed by More than One Reporting ST. PETERSBURG, FL 33702 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)	•			D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/08/2012		Code V M	Amount 10,000	(D)	Price \$ 9.2525	(Instr. 3 and 4) 148,946	D		
Common Stock	03/09/2012		M	15,000 (1)	A	\$ 9.2525	163,946	D		
Common Stock	03/12/2012		M	5,000	A	\$ 9.2525	168,946	D		
Common Stock	03/08/2012		S	5,000	D	\$ 15.5	163,946	D		
Common Stock	03/08/2012		S	5,000	D	\$ 15.45	158,946	D		
	03/09/2012		S		D	\$ 15.6	148,946	D		

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Common Stock			10,000 (1)					
Common Stock	03/09/2012	S	2,000 (1)	D	\$ 15.45	146,946	D	
Common Stock	03/09/2012	S	3,000 (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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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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 3) 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 (1)	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 6901B 16TH STREET, NE 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).

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. 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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