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KLEEBERG	ER KENT A										
Form 4											
April 13, 201	2										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Subject to Section 16. Form 4 or				IGES IN BENEFICIAL OWNERSH SECURITIES					Expires:January 31200Estimated averageburden hours perresponse0.		
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17	(a) of the Pu		y Hold	ing Com	ipany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type R	esponses)										
KLEEBERGER KENT A Symi			2. Issuer Name and Ticker or Trading ymbol CHICOS FAS INC [CHS]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mont				nte of Earliest Transaction hth/Day/Year) 01/2012				Director 10% Owner X Officer (give title Other (specify below) below) EVP- COO			
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
FT. MYERS	, FL 33966							Form filed by M Person			
(City)	(State)	(Zip)	Table I -	Non-D	erivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		oate, if Tra Co /Year) (In	de str. 8)	4. Securit n(A) or Di (Instr. 3, -	spose	d of (D)	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)	
Common Stock	04/01/2012		A	A V	832	A	\$ 12.75	217,272	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivativ Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	ate Amount of		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KLEEBERGER KENT A 11215 METRO PARKWAY FT. MYERS, FL 33966			EVP- COO					
Signatures								
A. Alexander Rhodes, Attorney in Fact	y 04/13/2012							
**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).

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.