CHICOS FAS INC Form 4 August 21, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 ** NOCE COLACO DONNA			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	CHICOS FAS INC [CHS] 3. Date of Earliest Transaction	(Check all applicable)			
11215 METRO PARKWAY			(Month/Day/Year) 08/19/2013	Director 10% Owner _X_ Officer (give title Other (specify below) Brand President WH BM			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person			
FT. MYERS, I		(T)		Form filed by More than One Reporting Person			
11215 METRO	O PARKWA (Street)	, ,	(Month/Day/Year) 08/19/2013 4. If Amendment, Date Original	X Officer (give title Other (below) below) Brand President WHIBM 6. Individual or Joint/Group Filing(Applicable Line)X_ Form filed by One Reporting Person Person Other (below) Delta (continue) Person of the continue of			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	rities Acq	uired, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D)	Ownership
					(4)		Reported	or Indirect	(Instr. 4)
					(A)		Transaction(s)	(I)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/19/2013		F(1)	12,585	D	\$ 15.72	445,300.6226	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.

SEC 1474

(9-02)

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NOCE COLACO DONNA 11215 METRO PARKWAY FT. MYERS, FL 33966

Brand President WHIBM

Signatures

David M. Oliver, Attorney in Fact 08/21/2013

**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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