

CHICOS FAS INC

Form 4

March 03, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEEBERGER KENT A

(Last) (First) (Middle)

11215 METRO PARKWAY

(Street)

FT. MYERS, FL 33966

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CHICOS FAS INC [CHS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP- COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	02/27/2015		M	35,000	A \$ 10.49	271,632	D
Common Stock	02/27/2015		M	20,000	A \$ 7.42	291,632	D
Common Stock	02/27/2015		S	55,000	D \$ 18.0922 (1)	236,632	D
Common Stock	03/01/2015		F(2)	3,093	D \$ 18.23	233,539	D
Common Stock	03/02/2015		M	20,000	A \$ 13.78	253,539	D

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Common Stock	03/02/2015	M	30,000	A	\$ 13.69	283,539	D
Common Stock	03/02/2015	S	50,000	D	\$ (3) 17.9878	233,539	D
Common Stock	03/02/2015	S	7,200	D	\$ 18.175 (4)	226,339	D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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
Employee Stock Options	\$ 10.49	02/27/2015		M	35,000	(5) 12/07/2017	Common Stock 35,000
Employee Stock Options	\$ 7.42	02/27/2015		M	20,000	(6) 03/07/2018	Common Stock 20,000
Employee Stock Options	\$ 13.78	03/02/2015		M	20,000	(7) 02/25/2020	Common Stock 20,000
Employee Stock Options	\$ 13.69	03/02/2015		M	30,000	(8) 02/24/2021	Common Stock 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	EVP- COO

KLEEGER KENT A
11215 METRO PARKWAY
FT. MYERS, FL 33966

Signatures

David M. Oliver, Attorney
in Fact

03/03/2015

__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) This transaction was executed in multiple trades at prices ranging from \$18.09 to \$18.12. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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

(3) This transaction was executed in multiple trades at prices ranging from \$17.92 to \$18.11. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$18.1501 to \$18.20. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) Vests 1/3 each year beginning on 12/7/2008.

(6) Vests 1/3 each year beginning on 3/7/2009.

(7) Vests 1/3 each year beginning on 2/25/2011.

(8) Vests 1/3 each year beginning on 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.

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