## Edgar Filing: Clark Sheryl - Form 4

Clark Shery	1										
Form 4											
February 26	, 2013										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMMISSION	OMB APPROVAL		
-	UNITE	DSIAIES		shington.			NGE U	UMINII55IUN	OMB Number:	3235-0287	
Check th	nis box		vv a	sinington	, D.C. 20	547				January 31,	
if no lon		EMENT O	F CHAN	IGES IN	BENEFI		LOWN	NERSHIP OF	Expires:	2005	
subject to Section	0			SECURITIES					Estimated average burden hours per		
Form 4 c				Sheening					response	5 per 0.5	
Form 5	Filed p	ursuant to	Section 1	6(a) of th	e Securit	ies E	xchange	e Act of 1934,	•		
obligatio may con				•	•	· ·		1935 or Section	ı		
See Instr		30(h)	of the In	vestment	Compan	y Act	t of 194	0			
1(b).											
(Print or Type	Responses)										
(I lint of Type	(Copolises)										
1. Name and A	Address of Reportin	ng Person <u>*</u>	2. Issue	r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
Clark Sheryl Sy							.9				
•			CHICOS FAS INC [CHS]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	f Earliest Ti	ransaction			(Check	c all applicable	)	
· · ·	~ /	× /		(Month/Day/Year)				Director 10% Owner			
11215 MET	RO PARKWA	Y	02/23/2013					XOfficer (give titleOther (specify below) below)			
								· · · · · · · · · · · · · · · · · · ·	dent- Boston P	roper	
	(Street)		4 If Ame	endment D	ate Original					-	
				If Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
			× ·	2	,			_X_ Form filed by O			
FORT MYI	ERS, FL 33966							Form filed by M Person	ore than One Rej	porting	
(City)	(State)	(Zip)				~ •			D @ • U		
	× ,	-					-	uired, Disposed of,		-	
1.Title of	2. Transaction Da (Month/Day/Year			3. Transactiv	4. Securit			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
Security (Instr. 3)	(Monul/Day/Tea	any	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					Beneficially	Ownership Indirect Form: Direct Beneficia		
(		Day/Year) (Instr. 8)				- /	Owned	Ownership			
								Following	Indirect (I)	(Instr. 4)	
						(A)		Reported Transaction(s)	(Instr. 4)		
				Coda V	Amount	or	Drico	(Instr. 3 and 4)			
Common				Code V	Amount 30,500	(D)	Price				
Stock	02/23/2013			А	(1)	А	\$0	180,782	D		
					_		¢				
Common Stock	02/23/2013			F(2)	5,120	D	\$ 16.75	175,662	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.

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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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	7. Titl Amou Under Securi (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Clark Sheryl 11215 METRO PARKWAY FORT MYERS, FL 33966			Brand President- Boston Proper				
Signatures							
David M. Oliver, Attorney	(	02/26/2013					

\*\*Signature of Reporting Person

in Fact

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).
- Represents the settlement of performance share units (PSUs) previously granted to the reporting person based on the achievement of (1)performance goals during the requisite performance period. These shares vest 1/3 each year beginning on 2/23/2013.
- Transaction involving a disposition to the Company of equity securities to satisfy tax withholding obligations in connection with the (2) vesting of restricted stock and PSUs.

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.