

CHICOS FAS INC
Form 4
August 21, 2014

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 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

(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)
08/19/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP- COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/19/2014		F ⁽¹⁾	4,103	\$ 15.43	D	

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

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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. 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) 8. Price of Derivative Security (Instr. 5) 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) 10. Derivative Security Owned Beneficially (Instr. 4) 11. Name of Issuer (Instr. 4) 12. Name and Title of Issuer's Representative (Instr. 4) 13. Name and Title of Reporting Person (Instr. 4) 14. Date of Report (Instr. 4) 15. Transaction Type (Instr. 4) 16. Number of Shares or Principal Amount of Securities (Instr. 4) 17. Number of Shares or Principal Amount of Securities Underlying Derivative Security (Instr. 4) 18. Derivative Security Title (Instr. 4) 19. Derivative Security Expiration Date (Instr. 4) 20. Derivative Security Price (Instr. 4) 21. Derivative Security Conversion Price (Instr. 4) 22. Derivative Security Conversion Date (Instr. 4) 23. Derivative Security Conversion Date Range (Instr. 4) 24. Derivative Security Conversion Date Range Start (Instr. 4) 25. Derivative Security Conversion Date Range End (Instr. 4) 26. Derivative Security Conversion Date Range Start and End (Instr. 4) 27. Derivative Security Conversion Date Range Start and End (Instr. 4) 28. Derivative Security Conversion Date Range Start and End (Instr. 4) 29. Derivative Security Conversion Date Range Start and End (Instr. 4) 30. Derivative Security Conversion Date Range Start and End (Instr. 4) 31. Derivative Security Conversion Date Range Start and End (Instr. 4) 32. Derivative Security Conversion Date Range Start and End (Instr. 4) 33. Derivative Security Conversion Date Range Start and End (Instr. 4) 34. Derivative Security Conversion Date Range Start and End (Instr. 4) 35. Derivative Security Conversion Date Range Start and End (Instr. 4) 36. Derivative Security Conversion Date Range Start and End (Instr. 4) 37. Derivative Security Conversion Date Range Start and End (Instr. 4) 38. Derivative Security Conversion Date Range Start and End (Instr. 4) 39. Derivative Security Conversion Date Range Start and End (Instr. 4) 40. Derivative Security Conversion Date Range Start and End (Instr. 4) 41. Derivative Security Conversion Date Range Start and End (Instr. 4) 42. Derivative Security Conversion Date Range Start and End (Instr. 4) 43. Derivative Security Conversion Date Range Start and End (Instr. 4) 44. Derivative Security Conversion Date Range Start and End (Instr. 4) 45. Derivative Security Conversion Date Range Start and End (Instr. 4) 46. Derivative Security Conversion Date Range Start and End (Instr. 4) 47. Derivative Security Conversion Date Range Start and End (Instr. 4) 48. Derivative Security Conversion Date Range Start and End (Instr. 4) 49. Derivative Security Conversion Date Range Start and End (Instr. 4) 50. Derivative Security Conversion Date Range Start and End (Instr. 4)

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other), and Amount or Number of Shares. Entry for KLEEGER KENT A, 11215 METRO PARKWAY FT. MYERS, FL 33966, EVP- COO.

Signatures

David M. Oliver, Attorney in Fact, 08/21/2014. **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 with 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.