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KLEEBERG	ER KENT A										
Form 4											
April 08, 201	13										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									PROVAL		
CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi								Expires:	January 31,		
if no long subject to	F CHANGES IN	IGES IN BENEFICIAL OWNE			NERSHIP OF		2005 Verage				
	Section 16. SECURITIES							Estimated average burden hours per			
	Form 4 or							response 0.5			
Form 5 obligation	no *	•	Section 16(a) of the			•					
may cont			Public Utility Ho	•	· ·			n			
<i>See</i> Instru 1(b).	uction	30(h)	of the Investmen	t Compan	y Ac	t of 194	-0				
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> KLEEBERGER KENT A			2. Issuer Name and Ticker or Trading Symbol CHICOS FAS INC [CHS]				5. Relationship of Reporting Person(s) to Issuer				
											(Last)
(2000)	(1 1100)	(initiality)	(Month/Day/Year)	ransaction			Director	10%	Owner		
11215 METRO PARKWAY			04/05/2013				X_ Officer (give title Other (specify below) below)				
							· · · · · · · · · · · · · · · · · · ·	EVP- COO			
	(Street)		4. If Amendment, D	ate Original			6. Individual or Jo	int/Group Filin	g(Check		
			Filed(Month/Day/Year)				Applicable Line)				
							X Form filed by C Form filed by M				
FT. MYERS	S, FL 33966						Person	iore than One Re	porting		
(City)	(State)	(Zip)	Table I - Non-	Derivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		on Date, if Transact Code	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	04/05/2013		S	5,000	D	\$ 17.66	284,075	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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno 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							
David M. Oliver, Attorney in Fact		04/08/2013					
**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).

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.