

MACKENZIE MORI C
 Form 4/A
 February 29, 2012

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 *
 MACKENZIE MORI C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11215 METRO PARKWAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/23/2012

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

FORT MYERS, FL 33966

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/27/2012

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

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Common Stock	02/23/2012		S		100	D	\$ 14.86
Common Stock	02/23/2012		S		1,100	D	\$ 14.85
Common Stock	02/23/2012		S		18,800	D	\$ 14.84
Common Stock	02/23/2012		A		4,160 (1)	A	\$ 0
Common Stock	02/24/2012		F		588	D	\$ 14.84

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Common Stock	02/27/2012	M	20,000	A	\$ 7.42	50,090	D	
Common Stock	02/27/2012	M	60,000	A	\$ 2.74	110,090	D	
Common Stock	02/27/2012	S	80,000	D	\$ <u>(2)</u> 14.7832	30,090	D	
Common Stock						1,000	I	by Husband

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 ⁽⁵⁾	\$ 7.42	02/27/2012		M	20,000	⁽³⁾ 03/07/2018	Common Stock 20,000
Employee Stock Options ⁽⁵⁾	\$ 2.74	02/27/2012		M	60,000	⁽⁴⁾ 11/26/2018	Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKENZIE MORI C 11215 METRO PARKWAY FORT MYERS, FL 33966			EVP- Chief Stores Officer	

Signatures

Gregory S. Golovko, Attorney
In Fact

02/29/2012

__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) Restricted stock award which vests 1/3 each year beginning on 2/23/2013.

This transaction was executed in multiple trades at prices ranging from \$14.61 to \$15.00. 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.

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

(4) Vested 1/3 each year beginning on 11/26/2009.

(5) This amendment is being filed solely to insert into Table II information that was included in Table I of the reporting person's Form 4 filed on February 27, 2012, but was inadvertently omitted in Table II of that Form 4 filing.

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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