

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Van Brunt Laurie

(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 ____ Other (specify
below) below)

Brand President - Soma

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	30,000 A	\$ 11.98 292,459.0012	D	
Common Stock	02/27/2015		M	40,000 A	\$ 13.69 332,459.0012	D	
Common Stock	02/27/2015		S	70,000 D	\$ 18.0957 262,459.0012	D	
Common Stock	03/01/2015		F ⁽²⁾	2,639 D	\$ 18.23 259,820.0012	D	
Common Stock	03/02/2015		A	32,920 A	\$ 0 292,740.0012	D	

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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)

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)	Amount or Number of Shares
Employee Stock Options	\$ 11.98	02/27/2015		M	30,000	<u>(4)</u> 05/20/2020	Common Stock	30,000
Employee Stock Options	\$ 13.69	02/27/2015		M	40,000	<u>(5)</u> 02/24/2021	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Van Brunt Laurie 11215 METRO PARKWAY FT. MYERS, FL 33966	Brand President - Soma

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).

This transaction was executed in multiple trades at prices ranging from \$18.045 to \$18.21. The price reported above reflects the weighted

(1) 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.

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- (3) Restricted stock award which vests 1/3 each year beginning on 3/2/2016.
- (4) Vests 1/3 each year beginning 5/20/2011.
- (5) Vests 1/3 each year beginning 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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