NESBIT CHARLES L JR

Form 4

February 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

01/31/2009

Stock

1. Name and Address of Reporting Person * NESBIT CHARLES L JR			Symbol	2. Issuer Name and Ticker or Trading Symbol CHICOS FAS INC [CHS]				5. Relationship of Reporting Person(s) to Issuer				
	(Last)	(First) (M		3. Date of Earliest Transaction				(Check all applicable)				
	(Last)	(Pilst) (IVI	, 2.24.0		ansaction			Director	10%	Owner		
	11215 METF	RO PARKWAY	`	(Month/Day/Year) 01/31/2009				Officer (give title Other (specify below) EVP- Chief Operating Officer				
		(Street)	4. If Amer	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
			Filed(Mon									
	FT. MYERS	, FL 33966										
	(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securities	s Acq	quired, Disposed o	of, or Beneficial	ly Owned		
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties Acqu	ired	5. Amount of	6. Ownership	7. Nature of		
	Security	(Month/Day/Year)	Execution Date, if	`		f	Securities	Form: Direct	Indirect			
	(Instr. 3)		any Code (D)			Beneficially	(D) or	Beneficial				
	Common		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, Amount	(A) or (D) P	rice	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
	Common	01/31/2009		$\mathbf{F}(1)$	726	D \$		61 075	D			

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

 $F_{\underline{-}1}^{(1)}$

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.

SEC 1474

(9-02)

D

61,975

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

726

D

3.96

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NESBIT CHARLES L JR 11215 METRO PARKWAY FT. MYERS, FL 33966

EVP- Chief Operating Officer

Signatures

Gregory S. Golovko, Attorney in Fact

02/02/2009

**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 to 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.

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