**DYER DAVID** Form 4 March 06, 2009

#### FORM 4

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

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **DYER DAVID** Issuer Symbol CHICOS FAS INC [CHS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 11215 METRO PARKWAY 03/04/2009 below) President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

FT. MYERS, FL 33966

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Se	ecuriti	es Acq	uired, Disposed o	of, or Beneficial	ly 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. Securitie on(A) or Disp (Instr. 3, 4)	osed c	of (D)	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	03/04/2009		A	100,000 (1)	A	\$0	122,500	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

#### Edgar Filing: DYER DAVID - Form 4

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. Transactio Code (Instr. 8)	5. Number of orderivative 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 Number Shares
Employee Stock Options	\$ 4.31	03/04/2009		A	200,000	(2)	03/04/2016	Common Stock	200,00
Employee Stock Options	\$ 5.3875	03/04/2009		A	200,000	(2)	03/04/2016	Common Stock	200,00
Employee Stock Options	\$ 6.465	03/04/2009		A	200,000	(2)	03/04/2016	Common Stock	200,00

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
.t	Director	10% Owner	Officer	Other			
DYER DAVID							
11215 METRO PARKWAY	X		President and CEO				
FT. MYERS, FL 33966							

## **Signatures**

Gregory S. Golovko, Attorney
In Fact
03/06/2009

\*\*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).

Performance-based restricted stock acquired pursuant to a performance grant under the issuer's Amended and Restated 2002 Omnibus Plan. These shares are earned and vest based on the extent to which pre-established performance objectives for the one year performance

- (1) period are achieved. Any portion of the initially issued shares that is not earned will not vest and will be forfeited. Any number of shares earned at the end of the one year performance period which are in excess of the shares received on the grant date will be reported upon issuance in 2010.
- (2) Vests 1/3 each year beginning on 3/4/2010.

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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