BURDEN JOHN W

Form 4 June 17, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

Estimated average

burden hours per

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2005

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

06/16/2009

1. Name and Address of Reporting Person * BURDEN JOHN W		Symbol	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) (N		3. Date of Earliest Transaction (Month/Day/Year)			(Check all applicable) X Director 10% Owner			
P.O. BOX 1		(Month/Day/Year) 06/16/2009				Officer (give title Other (specify below)			
CANIDEL		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			
SANIBEL,						Person			
(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2 2A. Deemed Execution Date, i any (Month/Day/Year	cution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		od of (D) 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)		
Common Stock	06/16/2009		P	2,500	A	\$ 9.11	35,000	D	
Common Stock	06/16/2009		P	1,000	A	\$ 9.12	36,000	D	
Common Stock	06/16/2009		P	1,500	A	\$ 9.3	37,500	D	
Common Stock	06/16/2009		P	1,000	A	\$ 9.393	38,500	D	
Common Stock	06/16/2009		P	1,000	A	\$ 9.43	39,500	D	

500

Α

\$ 9.4 40,000

D

Common Stock

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	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exerc Expiration D	ate	7. Title	nt of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any (Month/Day/Voor)	Code	of Dorivotive	(Month/Day/	r ear)	Underl	, ,	Security (Instr. 5)	Secui
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securit	and 4)	(Instr. 5)	Bene
	Security				Acquired			(mstr.	3 and 4)		Owne Follo
	Security				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						D.	г		or		
						Date Expiration Exercisable Date	Title	Number			
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BURDEN JOHN W							
P.O. BOX 1131	X						
SANIBEL, FL 33957							

Signatures

Gregory S. Golovko, Attorney in Fact

**Signature of Reporting Person

Date

06/17/2009

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.

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