

CHICOS FAS INC
Form 4
June 30, 2008

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 *
GIBSON VERNA K

(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)
06/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 06/26/2008 | | A | V Amount (1) 10,000 | \$ 0 155,869 (2) | D | |
| Common Stock | | | | | 135,784 (2) | I | by Husband |
| Common Stock | | | | | 125,000 | I | by Trust |
| Common Stock | | | | | 0 (2) | I | by Grantor Trust |
| Common Stock | | | | | 125,000 | I | by Husband's Trust |

| | | | |
|--------------|----------------------|---|----------------------------|
| Common Stock | 0 ⁽²⁾ | I | by Husband's Grantor Trust |
| Common Stock | 100,000 | I | by IRA |
| Common Stock | 7,970 ⁽³⁾ | I | by Trust for Grandchild |
| Common Stock | 6,000 ⁽³⁾ | I | by Trust for Grandchild |
| Common Stock | 6,000 ⁽³⁾ | I | by Trust for Grandchild |
| Common Stock | 4,000 ⁽³⁾ | I | by UTMA |

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

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GIBSON VERNA K 11215 METRO PARKWAY FT. MYERS, FL 33966 | | X | | |

Signatures

Michael J. Kincaid, Attorney
in Fact

06/30/2008

__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 grant which vests 100% on 6/26/2009.

Since the reporting person's last report, (i) 50,000 shares that were previously reported as indirectly owned by a grantor retained annuity trust (GRAT) controlled by the reporting person were distributed to the reporting person pursuant to the terms of that trust, which provided for annual annuity distributions from that trust to its grantor, and are now included as directly owned shares and (ii) 50,000 shares that were previously reported as indirectly owned by a grantor retained annuity trust (GRAT) controlled by the husband of the reporting person were distributed to the husband of the reporting person pursuant to the terms of that trust, which provided for annual annuity distributions from that trust to its grantor, and are now included as shares owned by the husband of the reporting person.

- (2)
- The reporting person's spouse is the trustee/custodian of the trusts/account that holds these shares and the reporting person disclaims
- (3) beneficial ownership of the shares held in such trusts/account. This report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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