

CHICOS FAS INC
Form 4
March 14, 2005

FORM 4

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

OMB APPROVAL

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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 *
EDMONDS SCOTT A

(Last) (First) (Middle)
11215 METRO PARKWAY
(Street)

FT. MYERS, FL 33912

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHICOS FAS INC [CHS]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2005

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)
President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/10/2005		M		166,668 A \$ 8.01	260,668 ⁽¹⁾	D
Common Stock	03/10/2005		M		50,000 A \$ 8.8	310,668	D
Common Stock	03/10/2005		S		16,668 D \$ 27.65	294,000	D
Common Stock	03/10/2005		S		400 D \$ 27.55	293,600	D
Common Stock	03/10/2005		S		100 D \$ 27.54	293,500	D

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Common Stock	03/10/2005	S	1,000	D	\$ 27.52	292,500	D
Common Stock	03/10/2005	S	100	D	\$ 27.51	292,400	D
Common Stock	03/10/2005	S	1,000	D	\$ 27.5	291,400	D
Common Stock	03/10/2005	S	700	D	\$ 27.47	290,700	D
Common Stock	03/10/2005	S	2,400	D	\$ 27.46	288,300	D
Common Stock	03/10/2005	S	100	D	\$ 27.45	288,200	D
Common Stock	03/10/2005	S	100	D	\$ 27.41	288,100	D
Common Stock	03/10/2005	S	1,400	D	\$ 27.4	286,700	D
Common Stock	03/10/2005	S	1,400	D	\$ 27.38	285,300	D
Common Stock	03/10/2005	S	100	D	\$ 27.36	285,200	D
Common Stock	03/10/2005	S	2,200	D	\$ 27.34	283,000	D
Common Stock	03/10/2005	S	300	D	\$ 27.33	282,700	D
Common Stock	03/10/2005	S	1,000	D	\$ 27.32	281,700	D
Common Stock	03/10/2005	S	2,500	D	\$ 27.31	279,200	D
Common Stock	03/10/2005	S	4,600	D	\$ 27.26	274,600	D
Common Stock	03/10/2005	S	3,100	D	\$ 27.25	271,500	D
Common Stock	03/10/2005	S	600	D	\$ 27.24	270,900	D
Common Stock	03/10/2005	S	200	D	\$ 27.21	270,700	D
Common Stock	03/10/2005	S	14,700	D	\$ 27.2	256,000	D
Common Stock	03/10/2005	S	17,800	D	\$ 27.15	238,200	D
	03/10/2005	S	200	D		238,000	D

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Common Stock						\$ 27.14		
Common Stock	03/10/2005		S	2,000	D	\$ 27.13	236,000	D
Common Stock	03/10/2005		S	29,000	D	\$ 27.1	207,000	D
Common Stock	03/10/2005		S	1,400	D	\$ 27.07	205,600	D
Common Stock	03/10/2005		S	1,600	D	\$ 27.06	204,000	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options	\$ 8.01 ⁽²⁾	03/10/2005		M	166,668 ⁽²⁾	02/08/2005	02/08/2012	Common Stock	166,668 ⁽²⁾
Employee Stock Options	\$ 8.8 ⁽²⁾	03/10/2005		M	50,000 ⁽²⁾	⁽³⁾	02/24/2013	Common Stock	50,000 ⁽²⁾
Employee Stock Options	\$ 17.325 ⁽²⁾					⁽⁴⁾	12/04/2013	Common Stock	300,000 ⁽²⁾
Employee Stock Options	\$ 18.665 ⁽²⁾					⁽⁵⁾	02/02/2014	Common Stock	200,000 ⁽²⁾
Employee Stock Options	\$ 26.34 ⁽²⁾					⁽⁶⁾	01/31/2015	Common Stock	187,500 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDMONDS SCOTT A 11215 METRO PARKWAY FT. MYERS, FL 33912	X		President and CEO	

Signatures

Michael J. Kincaid, Attorney
In Fact 03/14/2005

 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) The amount shown reflects the number of shares held following the reported transaction, as adjusted for the 2-for-1 stock split effectuated by the issuer on February 22, 2005.
 - (2) The amounts and prices shown have been adjusted to reflect the 2-for-1 stock split effectuated by the issuer on February 22, 2005.
 - (3) Vests 1/3 each year beginning on 2/24/04
 - (4) Vests 1/3 each year beginning on 9/3/04
 - (5) Vests 1/3 each year beginning on 2/2/05
 - (6) Vests 1/3 each year beginning on 1/31/06

Remarks:

1 of 2 Forms 4

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