

KERSTEIN PATRICIA MURPHY
 Form 4/A
 June 10, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
KERSTEIN PATRICIA MURPHY

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) (Middle)
 11215 METRO PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/06/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP- Chief Merchandising Ofcr

FORT MYERS, FL 33912
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/08/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽⁷⁾ | 06/06/2005 | | M | | 50,000 A \$ 8.01 | 128,424 ⁽¹⁾ | D |
| Common Stock | 06/06/2005 | | S | | 600 D \$ 34.37 | 127,824 | D |
| Common Stock | 06/06/2005 | | S | | 400 D \$ 34.36 | 127,424 | D |
| Common Stock | 06/06/2005 | | S | | 2,100 D \$ 34.35 | 125,324 | D |
| Common Stock | 06/06/2005 | | S | | 500 D \$ 34.34 | 124,824 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 06/06/2005 | S | 1,900 | D | \$ 34.33 | 122,924 | D |
| Common Stock | 06/06/2005 | S | 1,800 | D | \$ 34.31 | 121,124 | D |
| Common Stock | 06/06/2005 | S | 18,000 | D | \$ 34.3 | 103,124 | D |
| Common Stock | 06/06/2005 | S | 4,500 | D | \$ 34.29 | 98,624 | D |
| Common Stock | 06/06/2005 | S | 4,100 | D | \$ 34.28 | 94,524 | D |
| Common Stock | 06/06/2005 | S | 2,700 | D | \$ 34.27 | 91,824 | D |
| Common Stock | 06/06/2005 | S | 3,700 | D | \$ 34.26 | 88,124 | D |
| Common Stock | 06/06/2005 | S | 2,900 | D | \$ 34.25 | 85,224 | D |
| Common Stock | 06/06/2005 | S | 2,200 | D | \$ 34.24 | 83,024 | D |
| Common Stock | 06/06/2005 | S | 600 | D | \$ 34.23 | 82,424 | D |
| Common Stock | 06/06/2005 | S | 1,800 | D | \$ 34.22 | 80,624 | D |
| Common Stock | 06/06/2005 | S | 2,200 | D | \$ 34.21 | 78,424 | D |

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.

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 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 or Number of Shares |
| | \$ 8.01 ⁽²⁾ | 06/06/2005 | | M | | ⁽³⁾ | 02/08/2012 | | |

| | | | | | | |
|------------------------|-------------------------|----------------------|------------|------------|--------------|-----------------------|
| Employee Stock Options | | 50,000 <u>(2)</u> | | | Common Stock | 50,000 <u>(2)</u> |
| Employee Stock Options | \$ 8.8 <u>(2)</u> | | <u>(4)</u> | 02/24/2013 | Common Stock | 100,000 <u>(2)</u> |
| Employee Stock Options | \$ 18.665 <u>(2)</u> | | <u>(5)</u> | 02/02/2014 | Common Stock | 120,000 <u>(2)</u> |
| Employee Stock Options | \$ 26.34 <u>(2)</u> | | <u>(6)</u> | 01/31/2015 | Common Stock | 100,000 <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KERSTEIN PATRICIA MURPHY 11215 METRO PARKWAY FORT MYERS, FL 33912 | | | EVP- Chief Merchandising Ofcr | |

Signatures

Charles J. Kleman, Attorney
in Fact

06/10/2005

 **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 2/8/03
- (4) Vests 1/3 each year beginning on 2/24/04
- (5) Vests 1/3 each year beginning on 2/2/05
- (6) Vests 1/3 each year beginning on 1/31/06
- (7) This amendment is being filed to correct errors in Column 5 noting number of shares remaining after each transaction.

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.