

KERSTEIN PATRICIA MURPHY
 Form 4
 December 14, 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

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

FORT 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)
 12/13/2005

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)
 EVP- Chief Merchandising Ofcr

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	12/13/2005		M		30,000 A \$ 8.01	88,824	D
Common Stock	12/13/2005		M		30,000 A \$ 8.8	118,824	D
Common Stock	12/13/2005		S		900 D \$ 44.4	117,924	D
Common Stock	12/13/2005		S		2,000 D \$ 44.39	115,924	D
Common Stock	12/13/2005		S		1,100 D \$ 44.38	114,824	D

Edgar Filing: KERSTEIN PATRICIA MURPHY - Form 4

Common Stock	12/13/2005	S	2,000	D	\$ 44.37	112,824	D
Common Stock	12/13/2005	S	1,200	D	\$ 44.36	111,624	D
Common Stock	12/13/2005	S	6,100	D	\$ 44.35	105,524	D
Common Stock	12/13/2005	S	500	D	\$ 44.34	105,024	D
Common Stock	12/13/2005	S	2,600	D	\$ 44.32	102,424	D
Common Stock	12/13/2005	S	900	D	\$ 44.31	101,524	D
Common Stock	12/13/2005	S	100	D	\$ 44.29	101,424	D
Common Stock	12/13/2005	S	600	D	\$ 44.27	100,824	D
Common Stock	12/13/2005	S	1,900	D	\$ 44.26	98,924	D
Common Stock	12/13/2005	S	7,800	D	\$ 44.25	91,124	D
Common Stock	12/13/2005	S	400	D	\$ 44.24	90,724	D
Common Stock	12/13/2005	S	5,000	D	\$ 44.23	85,724	D
Common Stock	12/13/2005	S	2,900	D	\$ 44.22	82,824	D
Common Stock	12/13/2005	S	2,000	D	\$ 44.21	80,824	D
Common Stock	12/13/2005	S	4,300	D	\$ 44.2	76,524	D
Common Stock	12/13/2005	S	1,800	D	\$ 44.19	74,724	D
Common Stock	12/13/2005	S	6,000	D	\$ 44.18	68,724	D
Common Stock	12/13/2005	S	200	D	\$ 44.16	68,524	D
Common Stock	12/13/2005	S	9,700	D	\$ 44.15	58,824	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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	
						Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options	\$ 8.01	12/13/2005		M	30,000	02/08/2005	02/08/2012	Common Stock	30,000
Employee Stock Options	\$ 8.8	12/13/2005		M	30,000	(1)	02/24/2013	Common Stock	30,000
Employee Stock Options	\$ 18.665					(2)	02/02/2014	Common Stock	120,000
Employee Stock Options	\$ 26.34					(3)	01/31/2015	Common Stock	100,000

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

Michael J. Kincaid, Attorney
in Fact
Date: 12/14/2005

**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) Vests 1/3 each year beginning on 2/24/04

Edgar Filing: KERSTEIN PATRICIA MURPHY - Form 4

(2) Vests 1/3 each year beginning on 2/2/05

(3) Vests 1/3 each year beginning on 1/31/06

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.