

CHICOS FAS INC

Form 4

December 09, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

12/08/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP- Chief Merchandising Ofcr

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/08/2004		M	50,000	A \$ 8.6044	81,712	D
Common Stock	12/08/2004		S	400	D \$ 43.57	81,312	D
Common Stock	12/08/2004		S	400	D \$ 43.56	80,912	D
Common Stock	12/08/2004		S	1,000	D \$ 43.55	79,912	D
Common Stock	12/08/2004		S	100	D \$ 43.49	79,812	D

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Common Stock	12/08/2004	S	400	D	\$ 43.48	79,412	D
Common Stock	12/08/2004	S	100	D	\$ 43.46	79,312	D
Common Stock	12/08/2004	S	2,300	D	\$ 43.45	77,012	D
Common Stock	12/08/2004	S	500	D	\$ 43.44	76,512	D
Common Stock	12/08/2004	S	3,600	D	\$ 43.43	72,912	D
Common Stock	12/08/2004	S	100	D	\$ 43.42	72,812	D
Common Stock	12/08/2004	S	1,300	D	\$ 43.41	71,512	D
Common Stock	12/08/2004	S	2,100	D	\$ 43.4	69,412	D
Common Stock	12/08/2004	S	400	D	\$ 43.39	69,012	D
Common Stock	12/08/2004	S	1,500	D	\$ 43.38	67,512	D
Common Stock	12/08/2004	S	500	D	\$ 43.37	67,012	D
Common Stock	12/08/2004	S	900	D	\$ 43.36	66,112	D
Common Stock	12/08/2004	S	2,700	D	\$ 43.35	63,412	D
Common Stock	12/08/2004	S	100	D	\$ 43.34	63,312	D
Common Stock	12/08/2004	S	900	D	\$ 43.33	62,412	D
Common Stock	12/08/2004	S	1,700	D	\$ 43.32	60,712	D
Common Stock	12/08/2004	S	1,900	D	\$ 43.31	58,812	D
Common Stock	12/08/2004	S	3,700	D	\$ 43.3	55,112	D
Common Stock	12/08/2004	S	2,900	D	\$ 43.29	52,212	D
Common Stock	12/08/2004	S	3,500	D	\$ 43.28	48,712	D
	12/08/2004	S	800	D	\$ 43.27	47,912	D

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Common Stock							
Common Stock	12/08/2004	S	900	D	\$ 43.26	47,012	D
Common Stock	12/08/2004	S	7,100	D	\$ 43.25	39,912	D
Common Stock	12/08/2004	S	800	D	\$ 43.24	39,112	D
Common Stock	12/08/2004	S	2,600	D	\$ 43.23	36,512	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 8.6044	12/08/2004		M	50,000	02/13/2004 02/13/2011	Common Stock 50,000
Employee Stock Options	\$ 16.02					(1) 02/08/2012	Common Stock 40,000
Employee Stock Options	\$ 17.6					(2) 02/24/2013	Common Stock 50,000
Employee Stock Options	\$ 37.33					(3) 02/02/2014	Common Stock 60,000

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

12/09/2004

__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 2/8/03
- (2) Vests 1/3 each year beginning on 2/24/04
- (3) Vests 1/3 each year beginning on 2/2/05

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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