

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 *
GIBSON VERNA K

(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)
03/11/2005

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)

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)
				Code	V Amount (A) or (D) Price			
Common Stock	03/11/2005		M	90,000	A \$ 2.1459	95,000 ⁽¹⁾	D	
Common Stock	03/11/2005		M	90,000	A \$ 2.3472	185,000	D	
Common Stock	03/11/2005		S	150,400	D \$ 27.02	34,600	D	
Common Stock	03/11/2005		S	14,400	D \$ 27.07	20,200	D	
Common Stock	03/11/2005		S	15,200	D \$ 27.14	5,000	D	
	03/11/2005		S	7,100	D \$ 27	292,900 ⁽¹⁾	I	

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Common Stock								By PSP Trust
Common Stock	03/11/2005	S	3,400	D	\$ 27.01	289,500	I	By PSP Trust
Common Stock	03/11/2005	S	11,100	D	\$ 27.03	278,400	I	By PSP Trust
Common Stock	03/11/2005	S	9,400	D	\$ 27.04	269,000	I	By PSP Trust
Common Stock	03/11/2005	S	15,700	D	\$ 27.05	253,300	I	By PSP Trust
Common Stock	03/11/2005	S	6,800	D	\$ 27.06	246,500	I	By PSP Trust
Common Stock	03/11/2005	S	11,800	D	\$ 27.08	234,700	I	By PSP Trust
Common Stock	03/11/2005	S	15,100	D	\$ 27.09	219,600	I	By PSP Trust
Common Stock	03/11/2005	S	26,000	D	\$ 27.1	193,600	I	By PSP Trust
Common Stock	03/11/2005	S	7,200	D	\$ 27.11	186,400	I	By PSP Trust
Common Stock	03/11/2005	S	9,600	D	\$ 27.12	176,800	I	By PSP Trust
Common Stock	03/11/2005	S	10,800	D	\$ 27.13	166,000	I	By PSP Trust
Common Stock	03/11/2005	S	40,200	D	\$ 27.14	125,800	I	By PSP Trust
Common Stock	03/11/2005	S	9,000	D	\$ 27.15	116,800	I	By PSP Trust
Common Stock	03/11/2005	S	1,900	D	\$ 27.16	114,900	I	By PSP Trust
Common Stock	03/11/2005	S	7,200	D	\$ 27.17	107,700	I	By PSP Trust
Common Stock	03/11/2005	S	200	D	\$ 27.18	107,500	I	By PSP Trust
Common Stock	03/11/2005	S	900	D	\$ 27.2	106,600	I	By PSP Trust
Common Stock	03/11/2005	S	300	D	\$ 27.21	106,300	I	By PSP Trust
Common Stock	03/11/2005	S	1,400	D	\$ 27.22	104,900	I	By PSP Trust
	03/11/2005	S	3,200	D	\$ 27.23	101,700	I	

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Common Stock								By PSP Trust	
Common Stock	03/11/2005		S	900	D	\$ 27.24	100,800	I	By PSP Trust
Common Stock	03/11/2005		S	800	D	\$ 27.25	100,000	I	By PSP Trust
Common Stock							229,528 ⁽²⁾	I	By Husband's Grantor Trust
Common Stock							229,530 ⁽²⁾	I	By Grantor Trust

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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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
Director Stock Options	\$ 2.1459 ⁽²⁾	03/11/2005		M	90,000 ⁽²⁾	11/15/2000 05/15/2010	Common Stock	90,000 ⁽²⁾	
Director Stock Options	\$ 2.3472 ⁽²⁾	03/11/2005		M	90,000 ⁽²⁾	12/13/2000 06/13/2010	Common Stock	90,000 ⁽²⁾	
Director Stock Options	\$ 5.4 ⁽²⁾					12/19/2001 06/19/2011	Common Stock	60,000 ⁽²⁾	
Director Stock Options	\$ 9.2525 ⁽²⁾					06/25/2002 06/25/2012	Common Stock	127,600 ⁽²⁾	
Director Stock	\$ 9.865 ⁽²⁾					12/24/2003 06/24/2013	Common Stock	20,000 ⁽²⁾	

Options

Director Stock Options \$ 22.15
(2)

12/22/2004 06/22/2014 Common Stock 20,000
(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON VERNA K 11215 METRO PARKWAY FT. MYERS, FL 33912	X			

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.

Remarks:

1 of 2 Forms 4

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.