

EDMONDS SCOTT A
Form 4
September 08, 2005

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

OMB APPROVAL

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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 *
EDMONDS SCOTT A

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)
09/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

FT. MYERS, FL 33912

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price		
Common Stock	09/07/2005		M		100,000 A \$ 17.325	121,400	D
Common Stock	09/07/2005		S		8,000 D \$ 35.43	113,400	D
Common Stock	09/07/2005		S		1,500 D \$ 35.42	111,900	D
Common Stock	09/07/2005		S		8,000 D \$ 35.4	103,900	D
Common Stock	09/07/2005		S		60,000 D \$ 35.39	43,900	D

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Common Stock	09/07/2005	S	4,000	D	\$ 35.38	39,900	D	
Common Stock	09/07/2005	S	11,000	D	\$ 35.35	28,900	D	
Common Stock	09/07/2005	S	7,500	D	\$ 35.34	21,400	D	
Common Stock						1,600	I	By spouse
Common Stock						2,248	I	By daughter
Common Stock						2,248	I	By daughter
Common Stock						77,500	I	By limited partnership

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)	Amount Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Options	\$ 17.325	09/07/2005		M	100,000	<u>(1)</u> 12/04/2013	Common Stock	100,000	
Employee Stock Options	\$ 8.8					02/24/2006 02/24/2013	Common Stock	50,000	
Employee Stock Options	\$ 18.665					<u>(2)</u> 02/02/2014	Common Stock	200,000	
Employee Stock Options	\$ 26.34					<u>(3)</u> 01/31/2015	Common Stock	187,500	

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	09/08/2005
<u> </u> **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 9/3/04
 - (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.
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