CHICOS FAS INC

Form 4 March 08, 2005

FORM 4

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer subject to STATEMENT OF CHANGES IN

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GRALNICK HELENE B** Issuer Symbol CHICOS FAS INC [CHS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 11215 METRO PARKWAY 03/07/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FT. MYERS, FL 33912 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. Transactic Code (Instr. 8)	4. Securit oner Dispos (Instr. 3, 4	ed of	` '	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)
Common Stock	03/07/2005		S	17,900	D	\$ 28	1,773,452 (1)	I	By limited partnership
Common Stock	03/07/2005		S	19,800	D	\$ 28.01	1,753,652	I	By limited partnership
Common Stock	03/07/2005		S	100	D	\$ 28.02	1,753,552	I	By limited partnership
Common Stock	03/07/2005		S	2,200	D	\$ 28.03	1,751,352	I	By limited partnership
Common Stock	03/07/2005		S	1,100	D	\$ 28.8318	1,750,252	I	By limited partnership
							5,000 (2)	D	

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Common Stock

Common $5,000^{(2)}$ I By husband Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	Pate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(227042
					4, and 5)						
					¬, and 3)						
									Amount		
						Data	Fiti		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	/ (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong of nor items (items of	Director	10% Owner	Officer	Other			
GRALNICK HELENE B 11215 METRO PARKWAY FT. MYERS, FL 33912	X						

Signatures

Gary I. Teblum, Attorney 03/08/2005 in Fact

**Signature of Reporting Person

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).
- 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.

Reporting Owners 2

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(2) The amounts shown have been adjusted to reflect the 2-for-1 stock split effectuated by the issuer on February 22, 2005.

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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