

CHICOS FAS INC
Form 4
March 10, 2005

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 *
FRAIN JAMES P

(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)
03/09/2005

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 _____ Other (specify
below) below)

EVP- Chief Marketing Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/09/2005		M		26,668	A	\$ 8.01	39,068 ⁽¹⁾	D
Common Stock	03/09/2005		M		26,666	A	\$ 8.8	65,734	D
Common Stock	03/09/2005		S		7,100	D	\$ 27.1	58,634	D
Common Stock	03/09/2005		S		500	D	\$ 27.02	58,134	D
Common Stock	03/09/2005		S		17,400	D	\$ 27	40,734	D

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Common Stock 03/09/2005 S 28,334 D \$ 26.9 12,400 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	\$ 8.01 <u>(2)</u>	03/09/2005		M		26,668 <u>(2)</u>		02/08/2005	02/08/2012	Common Stock	26,668 <u>(2)</u>
Employee Stock Options	\$ 8.8 <u>(2)</u>	03/09/2005		M		26,666 <u>(2)</u>		<u>(3)</u>	02/24/2013	Common Stock	26,666 <u>(2)</u>
Employee Stock Options	\$ 18.665 <u>(2)</u>							<u>(4)</u>	02/02/2014	Common Stock	60,000 <u>(2)</u>
Employee Stock Options	\$ 26.34 <u>(2)</u>							<u>(5)</u>	01/31/2015	Common Stock	75,000 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRAIN JAMES P 11215 METRO PARKWAY FT. MYERS, FL 33912	EVP- Chief Marketing Officer

Signatures

Michael J. Kincaid, Attorney
in Fact

03/10/2005

__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.
- (3) Vests 1/3 each year beginning on 2/24/04
- (4) Vests 1/3 each year beginning on 2/2/05
- (5) 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.