

EDMONDS SCOTT A
Form 4
December 06, 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

(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)
12/02/2005

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)
President and CEO

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 or Price		
Common Stock	12/02/2005		M		100,000 A \$ 17.325	121,000 ⁽¹⁾	D
Common Stock	12/02/2005		M		66,666 A \$ 18.665	187,666	D
Common Stock	12/02/2005		S		3,800 D \$ 44.92	183,866	D
Common Stock	12/02/2005		S		1,300 D \$ 44.91	182,566	D
Common Stock	12/02/2005		S		16,500 D \$ 44.9	166,066	D

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Common Stock	12/02/2005	S	2,200	D	\$ 44.89	163,866	D
Common Stock	12/02/2005	S	500	D	\$ 44.88	163,366	D
Common Stock	12/02/2005	S	600	D	\$ 44.87	162,766	D
Common Stock	12/02/2005	S	100	D	\$ 44.85	162,666	D
Common Stock	12/02/2005	S	2,800	D	\$ 44.76	159,866	D
Common Stock	12/02/2005	S	1,900	D	\$ 44.75	157,966	D
Common Stock	12/02/2005	S	400	D	\$ 44.73	157,566	D
Common Stock	12/02/2005	S	200	D	\$ 44.72	157,366	D
Common Stock	12/02/2005	S	400	D	\$ 44.7	156,966	D
Common Stock	12/02/2005	S	400	D	\$ 44.67	156,566	D
Common Stock	12/02/2005	S	200	D	\$ 44.66	156,366	D
Common Stock	12/02/2005	S	3,700	D	\$ 44.65	152,666	D
Common Stock	12/02/2005	S	1,000	D	\$ 44.64	151,666	D
Common Stock	12/02/2005	S	1,700	D	\$ 44.63	149,966	D
Common Stock	12/02/2005	S	7,100	D	\$ 44.62	142,866	D
Common Stock	12/02/2005	S	1,000	D	\$ 44.61	141,866	D
Common Stock	12/02/2005	S	7,500	D	\$ 44.6	134,366	D
Common Stock	12/02/2005	S	600	D	\$ 44.54	133,766	D
Common Stock	12/02/2005	S	21,100	D	\$ 44.5	112,666	D
Common Stock	12/02/2005	S	10,000	D	\$ 44.4	102,666	D
	12/02/2005	S	500	D	\$ 44.32	102,166	D

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Common Stock							
Common Stock	12/02/2005	S	2,200	D	\$ 44.31	99,966	D
Common Stock	12/02/2005	S	10,000	D	\$ 44.3	89,966	D
Common Stock	12/02/2005	S	7,200	D	\$ 44.29	82,766	D
Common Stock	12/02/2005	S	700	D	\$ 44.28	82,066	D

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

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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 Number Shares
Employee Stock Options	\$ 17.325	12/02/2005		M	100,000	(2)	12/04/2013	Common Stock	100,000
Employee Stock Options	\$ 18.665	12/02/2005		M	66,666	(3)	02/02/2014	Common Stock	66,666
Employee Stock Options	\$ 8.8					02/24/2006	02/24/2013	Common Stock	50,000
Employee Stock Options	\$ 26.34					(4)	01/31/2015	Common Stock	187,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

EDMONDS SCOTT A
11215 METRO PARKWAY X President and CEO
FT. MYERS, FL 33912

Signatures

Michael J. Kincaid, Attorney 12/06/2005
In Fact

__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) Reflects (a) change from direct to indirect ownership by daughter of 400 shares since last report filed on 10/03/05, and (b) change from direct ownership to indirect ownership by limited partnership of 400 other shares since last report filed on 10/03/05.
- (2) Vests 1/3 each year beginning on 9/3/04
- (3) Vests 1/3 each year beginning on 2/2/05
- (4) Vests 1/3 each year beginning on 1/31/06

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