CHICOS FAS INC

Form 4 March 14, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Person

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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 **EDMONDS SCOTT A** Issuer Symbol CHICOS FAS INC [CHS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify 11215 METRO PARKWAY 03/10/2005 below) President and CEO (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

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	r. 8)		5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/10/2005		S	7,000	D	\$ 27.05	197,000	D	
Common Stock	03/10/2005		S	1,000	D	\$ 27.02	196,000	D	
Common Stock	03/10/2005		S	14,000	D	\$ 27.01	182,000	D	
Common Stock	03/10/2005		S	88,000	D	\$ 27	94,000	D	
Common Stock							4,500 <u>(1)</u>	I	by Daughter

OMB APPROVAL

3235-0287

January 31,

2005

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Common Stock	4,500 (1)	I	by Daughter
Common Stock	1,600 (1)	I	by Limited Partnership

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
	Security				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)]
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	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
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 amounts shown have been adjusted to reflect the 2-for-1 stock split effectuated by the issuer on February 22, 2005.

Reporting Owners 2

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Remarks:

2 of 2 Forms 4

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