

CHICOS FAS INC
Form 4
March 28, 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 *
SHAPIRO BARRY I

(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)
03/24/2005

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)
SVP- Distribution & Logistics

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/24/2005 | | M | | 60,000 A \$ 8.01 | 69,986 ⁽¹⁾ | D |
| Common Stock | 03/24/2005 | | S | | 2,900 D \$ 27.11 | 67,086 | D |
| Common Stock | 03/24/2005 | | S | | 1,500 D \$ 27.1 | 65,586 | D |
| Common Stock | 03/24/2005 | | S | | 1,200 D \$ 26.86 | 64,386 | D |
| Common Stock | 03/24/2005 | | S | | 1,000 D \$ 26.87 | 63,386 | D |

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Common Stock 03/24/2005 S 53,400 D \$ 26.7 9,986 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 ⁽²⁾ | 03/24/2005 | | M | 60,000 ⁽²⁾ | ⁽³⁾ 02/08/2012 | Common Stock 60,000 ⁽²⁾ |
| Employee Stock Options | \$ 8.8 ⁽²⁾ | | | | | ⁽⁴⁾ 02/24/2013 | Common Stock 40,000 ⁽²⁾ |
| Employee Stock Options | \$ 18.665 ⁽²⁾ | | | | | ⁽⁵⁾ 02/02/2014 | Common Stock 20,000 ⁽²⁾ |
| Employee Stock Options | \$ 26.34 ⁽²⁾ | | | | | ⁽⁶⁾ 01/31/2015 | Common Stock 37,500 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHAPIRO BARRY I 11215 METRO PARKWAY FT. MYERS, FL 33912 | | | SVP- Distribution & Logistics | |

Signatures

Michael J. Kincaid, Attorney
in Fact

03/28/2005

__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 2/8/03
 - (4) Vests 1/3 each year beginning on 2/24/04
 - (5) Vests 1/3 each year beginning on 2/2/05
 - (6) 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.