

KINCAID MICHAEL J  
Form 4  
December 05, 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 \*  
KINCAID MICHAEL J

2. Issuer Name and Ticker or Trading Symbol  
CHICOS FAS INC [CHS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11215 METRO PARKWAY  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/02/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP-Finance/Chief Acct Officer

FT. MYERS, FL 33912

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 12/02/2005                           |  | M                              |   | 8,000 A \$ 5.42   | 12,200 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 12/02/2005                           |  | M                              |   | 13,334 A \$ 8.01  | 25,534   | D                                 |
| Common Stock                    | 12/02/2005                           |  | M                              |   | 6,667 A \$ 8.8  | 32,201   | D                                 |
| Common Stock                    | 12/02/2005                           |  | M                              |   | 10,000 A \$ 18.665  | 42,201   | D                                 |
| Common Stock                    | 12/02/2005                           |  | S                              |   | 38,001 D \$ 44.393  | 4,200  | D                                 |

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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                     | \$ 5.42 <sup>(5)</sup>                                 | 12/02/2005                           |  | M                              | 8,000 <sup>(5)</sup>  | 05/23/2004 05/23/2011                                    | Common Stock 8,000 <sup>(5)</sup>                             |
| Employee Stock Options                     | \$ 8.01 <sup>(5)</sup>                                 | 12/02/2005                           |  | M                              | 13,334 <sup>(5)</sup>   | 02/08/2005 02/08/2012                                    | Common Stock 13,334 <sup>(5)</sup>                            |
| Employee Stock Options                     | \$ 8.8 <sup>(5)</sup>                                  | 12/02/2005                           |  | M                              | 6,667 <sup>(5)</sup>  | <sup>(2)</sup> 02/24/2013                                | Common Stock 6,667 <sup>(5)</sup>                             |
| Employee Stock Options                     | \$ 18.665 <sup>(5)</sup>                               | 12/02/2005                           |  | M                              | 10,000 <sup>(5)</sup>   | <sup>(3)</sup> 02/02/2014                                | Common Stock 10,000 <sup>(5)</sup>                            |
| Employee Stock Options                     | \$ 26.34 <sup>(5)</sup>                                |                                      |  |                                |   | <sup>(4)</sup> 01/31/2015                                | Common Stock 37,500 <sup>(5)</sup>                            |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships  |
|---|--|
| KINCAID MICHAEL J<br>11215 METRO PARKWAY<br>FT. MYERS, FL 33912 | Director 10% Owner Officer<br>SVP-Finance/Chief Acct Officer |

## Signatures

Michael J.  
Kincaid

12/05/2005

  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) Vests 1/3 each year beginning on 02/24/04
- (3) Vests 1/3 each year beginning on 02/02/05
- (4) Vests 1/3 each year beginning on 01/31/06
- (5) The amounts and prices 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. 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.