

CHICOS FAS INC
Form 4
March 23, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
KLEMAN CHARLES J

(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)
03/22/2005

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)
EVP-COO and CFO

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 (A) or (D) Price		
Common Stock	03/22/2005		M		200,000 A \$ 1.5834	399,420 ⁽¹⁾	D
Common Stock	03/22/2005		S		50,000 D \$ 27	349,420	D
Common Stock	03/22/2005		S		50,000 D \$ 27.15	299,420	D
Common Stock	03/22/2005		S		59,000 D \$ 27.2	240,420	D
Common Stock	03/22/2005		S		25,000 D \$ 27.25	215,420	D

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Common Stock	03/22/2005	S	16,000	D	\$ 27.3	199,420	D	
Common Stock						5,000 <u>(2)</u>	I	by Wife
Common Stock						12,420 <u>(2)</u>	I	by Stepdaughter

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 Number Shares
Employee Stock Options	\$ 1.5834 <u>(2)</u>	03/22/2005		M	200,000	<u>(3)</u> 03/27/2010	Common Stock 200,000 <u>(2)</u>
Employee Stock Options	\$ 4.3022 <u>(2)</u>					<u>(4)</u> 02/13/2011	Common Stock 225,000 <u>(2)</u>
Employee Stock Options	\$ 8.01 <u>(2)</u>					<u>(5)</u> 02/08/2012	Common Stock 80,000 <u>(2)</u>
Employee Stock Options	\$ 8.8 <u>(2)</u>					<u>(6)</u> 02/24/2013	Common Stock 100,000 <u>(2)</u>
Employee Stock Options	\$ 18.665 <u>(2)</u>					<u>(7)</u> 02/02/2014	Common Stock 100,000 <u>(2)</u>
Employee Stock Options	\$ 26.34 <u>(2)</u>					<u>(8)</u> 01/31/2015	Common Stock 75,000 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEMAN CHARLES J 11215 METRO PARKWAY FT. MYERS, FL 33912	X		EVP-COO and CFO	

Signatures

Michael J. Kincaid, Attorney
in Fact

03/23/2005

 **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 3/27/01
- (4) Vests 1/3 each year beginning on 2/13/02
- (5) Vests 1/3 each year beginning on 2/8/03
- (6) Vests 1/3 each year beginning on 2/24/04
- (7) Vests 1/3 each year beginning on 2/2/05
- (8) 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.