

MACKENZIE MORI C
Form 4
December 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MACKENZIE MORI C

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)
EVP- Chief Stores Officer

FORT 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 or Price		
Common Stock	12/02/2005		M		\$ 26,667	A	44,875
Common Stock	12/02/2005		S		\$ 44.98	D	43,875
Common Stock	12/02/2005		S		\$ 44.97	D	42,075
Common Stock	12/02/2005		S		\$ 44.96	D	41,775
Common Stock	12/02/2005		S		\$ 44.95	D	32,759

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Common Stock	12/02/2005	S	100	D	\$ 44.82	32,659	D	
Common Stock	12/02/2005	S	700	D	\$ 44.78	31,959	D	
Common Stock	12/02/2005	S	200	D	\$ 44.77	31,759	D	
Common Stock	12/02/2005	S	100	D	\$ 44.76	31,659	D	
Common Stock	12/02/2005	S	9,000	D	\$ 44.75	22,659	D	
Common Stock	12/02/2005	S	100	D	\$ 44.55	22,559	D	
Common Stock	12/02/2005	S	2,800	D	\$ 44.5	19,759	D	
Common Stock	12/02/2005	S	351	D	\$ 44.29	19,408	D	
Common Stock	12/02/2005	S	1,200	D	\$ 44.25	18,208	D	
Common Stock						2,000	I	by Husband

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options	\$ 18.665	12/02/2005		M	26,667	(2)	02/02/2014	Common Stock	26,667
Employee	\$ 26.34					(3)	01/31/2015	Common	75,000

Stock								Stock
Options								
Employee								
Stock	\$ 8.8			(1)	02/24/2013		Common	13,334
Options							Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACKENZIE MORI C 11215 METRO PARKWAY FORT MYERS, FL 33912			EVP- Chief Stores Officer	

Signatures

Michael J. Kincaid, Attorney In Fact	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) Vests 1/3 each year beginning on 2/24/04
- (2) Vests 1/3 each year beginning on 2/2/05
- (3) 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.