

EDMONDS SCOTT A  
Form 4  
December 06, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
EDMONDS SCOTT A

(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)  
12/02/2005

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)  
President and CEO

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 or Price		
Common Stock	12/02/2005		M		100,000 A \$ 17.325	121,000 <sup>(1)</sup>	D
Common Stock	12/02/2005		M		66,666 A \$ 18.665	187,666	D
Common Stock	12/02/2005		S		3,800 D \$ 44.92	183,866	D
Common Stock	12/02/2005		S		1,300 D \$ 44.91	182,566	D
Common Stock	12/02/2005		S		16,500 D \$ 44.9	166,066	D

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Common Stock	12/02/2005	S	2,200	D	\$ 44.89	163,866	D
Common Stock	12/02/2005	S	500	D	\$ 44.88	163,366	D
Common Stock	12/02/2005	S	600	D	\$ 44.87	162,766	D
Common Stock	12/02/2005	S	100	D	\$ 44.85	162,666	D
Common Stock	12/02/2005	S	2,800	D	\$ 44.76	159,866	D
Common Stock	12/02/2005	S	1,900	D	\$ 44.75	157,966	D
Common Stock	12/02/2005	S	400	D	\$ 44.73	157,566	D
Common Stock	12/02/2005	S	200	D	\$ 44.72	157,366	D
Common Stock	12/02/2005	S	400	D	\$ 44.7	156,966	D
Common Stock	12/02/2005	S	400	D	\$ 44.67	156,566	D
Common Stock	12/02/2005	S	200	D	\$ 44.66	156,366	D
Common Stock	12/02/2005	S	3,700	D	\$ 44.65	152,666	D
Common Stock	12/02/2005	S	1,000	D	\$ 44.64	151,666	D
Common Stock	12/02/2005	S	1,700	D	\$ 44.63	149,966	D
Common Stock	12/02/2005	S	7,100	D	\$ 44.62	142,866	D
Common Stock	12/02/2005	S	1,000	D	\$ 44.61	141,866	D
Common Stock	12/02/2005	S	7,500	D	\$ 44.6	134,366	D
Common Stock	12/02/2005	S	600	D	\$ 44.54	133,766	D
Common Stock	12/02/2005	S	21,100	D	\$ 44.5	112,666	D
Common Stock	12/02/2005	S	10,000	D	\$ 44.4	102,666	D
	12/02/2005	S	500	D	\$ 44.32	102,166	D

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Common Stock							
Common Stock	12/02/2005	S	2,200	D	\$ 44.31	99,966	D
Common Stock	12/02/2005	S	10,000	D	\$ 44.3	89,966	D
Common Stock	12/02/2005	S	7,200	D	\$ 44.29	82,766	D
Common Stock	12/02/2005	S	700	D	\$ 44.28	82,066	D

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

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**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	\$ 17.325	12/02/2005		M	100,000	(2) 12/04/2013	Common Stock	100,000	
Employee Stock Options	\$ 18.665	12/02/2005		M	66,666	(3) 02/02/2014	Common Stock	66,666	
Employee Stock Options	\$ 8.8					02/24/2006 02/24/2013	Common Stock	50,000	
Employee Stock Options	\$ 26.34					(4) 01/31/2015	Common Stock	187,500	

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

EDMONDS SCOTT A  
11215 METRO PARKWAY    X    President and CEO  
FT. MYERS, FL 33912

## Signatures

Michael J. Kincaid, Attorney    12/06/2005  
In Fact

\_\_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) Reflects (a) change from direct to indirect ownership by daughter of 400 shares since last report filed on 10/03/05, and (b) change from direct ownership to indirect ownership by limited partnership of 400 other shares since last report filed on 10/03/05.
- (2) Vests 1/3 each year beginning on 9/3/04
- (3) Vests 1/3 each year beginning on 2/2/05
- (4) 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.