

KERSTEIN PATRICIA MURPHY  
Form 4  
December 14, 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 \*  
KERSTEIN PATRICIA MURPHY

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)  
12/13/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP- Chief Merchandising Ofcr

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/13/2005		M		30,000 A \$ 8.01	88,824	D
Common Stock	12/13/2005		M		30,000 A \$ 8.8	118,824	D
Common Stock	12/13/2005		S		900 D \$ 44.4	117,924	D
Common Stock	12/13/2005		S		2,000 D \$ 44.39	115,924	D
Common Stock	12/13/2005		S		1,100 D \$ 44.38	114,824	D

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Common Stock	12/13/2005	S	2,000	D	\$ 44.37	112,824	D
Common Stock	12/13/2005	S	1,200	D	\$ 44.36	111,624	D
Common Stock	12/13/2005	S	6,100	D	\$ 44.35	105,524	D
Common Stock	12/13/2005	S	500	D	\$ 44.34	105,024	D
Common Stock	12/13/2005	S	2,600	D	\$ 44.32	102,424	D
Common Stock	12/13/2005	S	900	D	\$ 44.31	101,524	D
Common Stock	12/13/2005	S	100	D	\$ 44.29	101,424	D
Common Stock	12/13/2005	S	600	D	\$ 44.27	100,824	D
Common Stock	12/13/2005	S	1,900	D	\$ 44.26	98,924	D
Common Stock	12/13/2005	S	7,800	D	\$ 44.25	91,124	D
Common Stock	12/13/2005	S	400	D	\$ 44.24	90,724	D
Common Stock	12/13/2005	S	5,000	D	\$ 44.23	85,724	D
Common Stock	12/13/2005	S	2,900	D	\$ 44.22	82,824	D
Common Stock	12/13/2005	S	2,000	D	\$ 44.21	80,824	D
Common Stock	12/13/2005	S	4,300	D	\$ 44.2	76,524	D
Common Stock	12/13/2005	S	1,800	D	\$ 44.19	74,724	D
Common Stock	12/13/2005	S	6,000	D	\$ 44.18	68,724	D
Common Stock	12/13/2005	S	200	D	\$ 44.16	68,524	D
Common Stock	12/13/2005	S	9,700	D	\$ 44.15	58,824	D

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

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SEC 1474  
(9-02)

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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	\$ 8.01	12/13/2005		M	30,000	02/08/2005	02/08/2012	Common Stock	30,000
Employee Stock Options	\$ 8.8	12/13/2005		M	30,000	<u>(1)</u>	02/24/2013	Common Stock	30,000
Employee Stock Options	\$ 18.665					<u>(2)</u>	02/02/2014	Common Stock	120,000
Employee Stock Options	\$ 26.34					<u>(3)</u>	01/31/2015	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERSTEIN PATRICIA MURPHY 11215 METRO PARKWAY FORT MYERS, FL 33912			EVP- Chief Merchandising Ofcr	

## Signatures

Michael J. Kincaid, Attorney  
in Fact  
Date: 12/14/2005

\*\*Signature of Reporting Person

## 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

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(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.

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