

EDMONDS SCOTT A
Form 4
December 06, 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 *
EDMONDS SCOTT A

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/02/2005 | | M | | 100,000 | A | \$ 17.325 |
| | | | | | 121,000 ⁽¹⁾ | D | |
| Common Stock | 12/02/2005 | | M | | 66,666 | A | \$ 18.665 |
| 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.

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.

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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 | \$ 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

Reporting Owners

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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.