

CHICOS FAS INC  
Form 4  
March 10, 2005

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FRAIN JAMES P**

(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)  
03/09/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP- Chief Marketing Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
Common Stock	03/09/2005		M	26,668 A	\$ 8.01 39,068 <sup>(1)</sup>	D	
Common Stock	03/09/2005		M	26,666 A	\$ 8.8 65,734	D	
Common Stock	03/09/2005		S	7,100 D	\$ 27.1 58,634	D	
Common Stock	03/09/2005		S	500 D	\$ 27.02 58,134	D	
Common Stock	03/09/2005		S	17,400 D	\$ 27 40,734	D	

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Common Stock      03/09/2005      S      28,334      D      \$ 26.9      12,400      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)

**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 or Number of Shares
Employee Stock Options	\$ 8.01 <u>(2)</u>	03/09/2005		M		26,668 <u>(2)</u>		02/08/2005	02/08/2012	Common Stock	26,668 <u>(2)</u>
Employee Stock Options	\$ 8.8 <u>(2)</u>	03/09/2005		M		26,666 <u>(2)</u>		<u>(3)</u>	02/24/2013	Common Stock	26,666 <u>(2)</u>
Employee Stock Options	\$ 18.665 <u>(2)</u>							<u>(4)</u>	02/02/2014	Common Stock	60,000 <u>(2)</u>
Employee Stock Options	\$ 26.34 <u>(2)</u>							<u>(5)</u>	01/31/2015	Common Stock	75,000 <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
FRAIN JAMES P 11215 METRO PARKWAY FT. MYERS, FL 33912	EVP- Chief Marketing Officer

## Signatures

Michael J. Kincaid, Attorney  
in Fact

03/10/2005

\_\_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 2/24/04
- (4) Vests 1/3 each year beginning on 2/2/05
- (5) 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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