

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**

(Last) (First) (Middle)  
 11215 METRO PARKWAY  
 (Street)

FORT 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)  
 12/13/2005

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)  
 EVP- Chief Merchandising Ofcer

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 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	(1) 02/24/2013	Common Stock 30,000
Employee Stock Options	\$ 18.665					(2) 02/02/2014	Common Stock 120,000
Employee Stock Options	\$ 26.34					(3) 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

12/14/2005

\*\*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

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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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