

SHAPIRO BARRY I
Form 4
December 05, 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 *
SHAPIRO BARRY I

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)
SVP- Distribution & Logistics

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/02/2005		M	A	\$ 8.8 37,452	D	
Common Stock	12/02/2005		M	A	\$ 18.665 44,118	D	
Common Stock	12/02/2005		S	D	\$ 44.4 40,586	D	
Common Stock	12/02/2005		S	D	\$ 44.39 39,286	D	
Common Stock	12/02/2005		S	D	\$ 44.37 37,786	D	

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Common Stock	12/02/2005	S	1,000	D	\$ 44.36	36,786	D
Common Stock	12/02/2005	S	3,100	D	\$ 44.35	33,686	D
Common Stock	12/02/2005	S	2,000	D	\$ 44.34	31,686	D
Common Stock	12/02/2005	S	1,500	D	\$ 44.33	30,186	D
Common Stock	12/02/2005	S	800	D	\$ 44.32	29,386	D
Common Stock	12/02/2005	S	18,600	D	\$ 44.3	10,786	D

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

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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 or Number of Shares
Employee Stock Options	\$ 8.8	12/02/2005		M	26,666	<u>(1)</u>	02/24/2013	Common Stock	26,666
Employee Stock Options	\$ 18.665	12/02/2005		M	6,666	<u>(2)</u>	02/02/2014	Common Stock	6,666
Employee Stock Options	\$ 26.34					<u>(3)</u>	01/31/2015	Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SHAPIRO BARRY I
11215 METRO PARKWAY
FT. MYERS, FL 33912

SVP- Distribution & Logistics

Signatures

Michael J. Kincaid, Attorney
in Fact

12/05/2005

__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
- (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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