

CHICOS FAS INC
Form 4
March 23, 2005

FORM 4

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

OMB APPROVAL

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

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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 *
GRALNICK HELENE B

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)
03/22/2005

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

FT. MYERS, FL 33912

(City) (State) (Zip)

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

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	03/22/2005		S		2,000	D	\$ 27.35
							1,653,252
Common Stock	03/22/2005		S		1,000	D	\$ 27.34
							1,652,252
Common Stock	03/22/2005		S		100	D	\$ 27.33
							1,652,152
Common Stock	03/22/2005		S		500	D	\$ 27.32
							1,651,652
Common Stock	03/22/2005		S		2,400	D	\$ 27.31
							1,649,252
	03/22/2005		S		6,400	D	\$ 27.3
							1,642,852

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Common Stock									By limited partnership
Common Stock	03/22/2005		S	200	D	\$ 27.29	1,642,652	I	By limited partnership
Common Stock	03/22/2005		S	10,900	D	\$ 27.28	1,631,752	I	By limited partnership
Common Stock	03/22/2005		S	1,400	D	\$ 27.27	1,630,352	I	By limited partnership
Common Stock	03/22/2005		S	100	D	\$ 27.26	1,630,252	I	By limited partnership
Common Stock	03/22/2005		S	100,000	D	\$ 27.25	1,530,252	I	By limited partnership
Common Stock							5,000	D	
Common Stock							5,000	I	By spouse

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GRALNICK HELENE B
11215 METRO PARKWAY X
FT. MYERS, FL 33912

Signatures

Gary I. Teblum, Attorney
in Fact 03/23/2005

__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).

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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