

KINCAID MICHAEL J
 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 *
 KINCAID MICHAEL J

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-Finance/Chief Acct Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/02/2005		M		8,000 A \$ 5.42	12,200 ⁽¹⁾	D
Common Stock	12/02/2005		M		13,334 A \$ 8.01	25,534	D
Common Stock	12/02/2005		M		6,667 A \$ 8.8	32,201	D
Common Stock	12/02/2005		M		10,000 A \$ 18.665	42,201	D
Common Stock	12/02/2005		S		38,001 D \$ 44.393	4,200	D

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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	\$ 5.42 ⁽⁵⁾	12/02/2005		M	8,000 ⁽⁵⁾	05/23/2004 05/23/2011	Common Stock 8,000 ⁽⁵⁾
Employee Stock Options	\$ 8.01 ⁽⁵⁾	12/02/2005		M	13,334 ⁽⁵⁾	02/08/2005 02/08/2012	Common Stock 13,334 ⁽⁵⁾
Employee Stock Options	\$ 8.8 ⁽⁵⁾	12/02/2005		M	6,667 ⁽⁵⁾	⁽²⁾ 02/24/2013	Common Stock 6,667 ⁽⁵⁾
Employee Stock Options	\$ 18.665 ⁽⁵⁾	12/02/2005		M	10,000 ⁽⁵⁾	⁽³⁾ 02/02/2014	Common Stock 10,000 ⁽⁵⁾
Employee Stock Options	\$ 26.34 ⁽⁵⁾					⁽⁴⁾ 01/31/2015	Common Stock 37,500 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINCAID MICHAEL J 11215 METRO PARKWAY FT. MYERS, FL 33912			SVP-Finance/Chief Acct Officer	

Signatures

Michael J.
Kincaid

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) 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) Vests 1/3 each year beginning on 02/24/04
- (3) Vests 1/3 each year beginning on 02/02/05
- (4) Vests 1/3 each year beginning on 01/31/06
- (5) The amounts and prices shown have been adjusted to reflect the 2-for-1 stock split effectuated by the issuer on February 22, 2005

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.