ROEDER ROSS E

Form 4 March 09, 2005

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROEDER ROSS E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

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response...

(Last)

(City)

(First)

CHICOS FAS INC [CHS]

(Check all applicable)

6901B 16TH STREET, NE

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

03/07/2005

_X__ Director 10% Owner Officer (give title

Other (specify below)

6. Individual or Joint/Group Filing(Check

(Street)

(State)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ST. PETERSBURG, FL 33702

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

		Tabl	ic 1 - 14011-1	Jenvanve	Secu	ilies Acq	lan ca, Disposca	oi, or belieffer	any Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	cution Date, if Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/07/2005		S	100	D	\$ 28.81	161,850 <u>(1)</u>	D	
Common Stock	03/07/2005		S	5,000	D	\$ 28.71	156,850	D	
Common Stock	03/07/2005		S	2,000	D	\$ 28.7	154,850	D	
Common Stock	03/07/2005		S	2,900	D	\$ 28.65	151,950	D	
Common Stock	03/07/2005		S	5,000	D	\$ 28.58	146,950	D	
	03/07/2005		S	600	D		146,350	D	

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Common Stock					\$ 28.59			
Common Stock	03/07/2005	S	4,400	D	\$ 28.57	141,950	D	
Common Stock	03/07/2005	S	200	D	\$ 28.6	141,750	D	
Common Stock	03/07/2005	S	1,400	D	\$ 28.12	140,350	D	
Common Stock	03/07/2005	S	1,000	D	\$ 28.13	139,350	D	
Common Stock	03/07/2005	S	2,400	D	\$ 28.1	136,950	D	
Common Stock	03/07/2005	S	2,500	D	\$ 28.09	134,450	D	
Common Stock	03/07/2005	S	1,100	D	\$ 28.08	133,350	D	
Common Stock	03/07/2005	S	1,400	D	\$ 28.04	131,950	D	
Common Stock						18,000 (2)	I	Individual Retirement Account

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	onNumber	Expiration D	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3 and 4)		
	Security				Acquired			`		
	J				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					., ,					
								1	Amount	
						Date	Expiration		or	
						Exercisable	•	Title N	Number	
								(of	
				Code V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROEDER ROSS E

6901B 16TH STREET, NE X

ST. PETERSBURG, FL 33702

Signatures

Michael J. Kincaid, Attorney in Fact

03/09/2005

**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 amount shown has 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.

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