

GIBSON VERNA K
Form 4
January 03, 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 *
GIBSON VERNA K

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)
08/30/2004

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

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 Indirect or Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/30/2004		G	V 1,250 A \$ 0 125,119	I	By Husband	
Common Stock	09/01/2004		G	V 2,500 D \$ 0 122,619	I	By Husband	
Common Stock	12/08/2004		G	V 3,495 A \$ 0 126,114	I	By Husband	
Common Stock	12/09/2004		G	V 1,160 A \$ 0 127,274	I	By Husband	
Common Stock	12/09/2004		G	V 6,990 D \$ 0 120,284	I	By Husband	
	12/10/2004		G	V 2,300 A \$ 0 122,584	I		

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Common Stock									By Husband
Common Stock	12/10/2004		G V	1,155	D	\$ 0	121,429	I	By Husband
Common Stock	12/14/2004		G V	913	A	\$ 0	122,342	I	By Husband
Common Stock	12/14/2004		G V	5,740	D	\$ 0	116,602	I	By Husband
Common Stock	12/14/2004		G V	1,725	D	\$ 0	114,877	I	By Husband
Common Stock	12/16/2004		G V	100	D	\$ 0	114,777	I	By Husband
Common Stock	12/28/2004		G V	13	D	\$ 0	114,764	I	By Husband
Common Stock	12/30/2004		G V	114,764	D	\$ 0	0	I	By Husband
Common Stock	12/30/2004		G V	114,764	A	\$ 0	114,764	I	By Husband's Grantor Trust
Common Stock							114,765	I	By Grantor Trust
Common Stock							25,000	I	By Grantor Trust
Common Stock							25,000	I	By Husband's Grantor Trust
Common Stock							150,000	I	By PSP Trust

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.

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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	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	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
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON VERNA K 11215 METRO PARKWAY FT. MYERS, FL 33912		X		

Signatures

Gary I. Teblum, Attorney in Fact	01/03/2005
<u> </u> 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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