

KERSTEIN PATRICIA MURPHY
 Form 4/A
 June 10, 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 *
KERSTEIN PATRICIA MURPHY

(Last) (First) (Middle)
 11215 METRO PARKWAY
 (Street)

FORT MYERS, FL 33912

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHICOS FAS INC [CHS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/06/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/08/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP- Chief Merchandising Ofcr

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽⁷⁾	06/06/2005		M		50,000 A \$ 8.01	128,424 ⁽¹⁾	D
Common Stock	06/06/2005		S		600 D \$ 34.37	127,824	D
Common Stock	06/06/2005		S		400 D \$ 34.36	127,424	D
Common Stock	06/06/2005		S		2,100 D \$ 34.35	125,324	D
Common Stock	06/06/2005		S		500 D \$ 34.34	124,824	D

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Common Stock	06/06/2005	S	1,900	D	\$ 34.33	122,924	D
Common Stock	06/06/2005	S	1,800	D	\$ 34.31	121,124	D
Common Stock	06/06/2005	S	18,000	D	\$ 34.3	103,124	D
Common Stock	06/06/2005	S	4,500	D	\$ 34.29	98,624	D
Common Stock	06/06/2005	S	4,100	D	\$ 34.28	94,524	D
Common Stock	06/06/2005	S	2,700	D	\$ 34.27	91,824	D
Common Stock	06/06/2005	S	3,700	D	\$ 34.26	88,124	D
Common Stock	06/06/2005	S	2,900	D	\$ 34.25	85,224	D
Common Stock	06/06/2005	S	2,200	D	\$ 34.24	83,024	D
Common Stock	06/06/2005	S	600	D	\$ 34.23	82,424	D
Common Stock	06/06/2005	S	1,800	D	\$ 34.22	80,624	D
Common Stock	06/06/2005	S	2,200	D	\$ 34.21	78,424	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
	\$ 8.01 ⁽²⁾	06/06/2005		M		⁽³⁾	02/08/2012		

Employee Stock Options		50,000 <u>(2)</u>			Common Stock	50,000 <u>(2)</u>
Employee Stock Options	\$ 8.8 <u>(2)</u>		<u>(4)</u>	02/24/2013	Common Stock	100,000 <u>(2)</u>
Employee Stock Options	\$ 18.665 <u>(2)</u>		<u>(5)</u>	02/02/2014	Common Stock	120,000 <u>(2)</u>
Employee Stock Options	\$ 26.34 <u>(2)</u>		<u>(6)</u>	01/31/2015	Common Stock	100,000 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERSTEIN PATRICIA MURPHY 11215 METRO PARKWAY FORT MYERS, FL 33912			EVP- Chief Merchandising Ofcr	

Signatures

Charles J. Kleman, Attorney
in Fact

06/10/2005

 **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 amounts and prices shown have been adjusted to reflect the 2-for-1 stock split effectuated by the issuer on February 22, 2005.
- (3) Vests 1/3 each year beginning on 2/8/03
- (4) Vests 1/3 each year beginning on 2/24/04
- (5) Vests 1/3 each year beginning on 2/2/05
- (6) Vests 1/3 each year beginning on 1/31/06
- (7) This amendment is being filed to correct errors in Column 5 noting number of shares remaining after each transaction.

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.