

GIBSON VERNA K  
Form 4  
December 22, 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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/20/2005

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

11215 METRO PARKWAY

(Street)

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

FT. MYERS, FL 33912

(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 or Disposed of (A) or (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                    | 07/14/2005                           |  | G                              | V 1,025 D \$ 0   | 228,505   | I  | by Grantor Trust                                      |
| Common Stock                    | 09/16/2005                           |  | G                              | V 3,036 D \$ 0   | 238,280 <sup>(1)</sup>  | I  | by Grantor Trust                                      |
| Common Stock                    | 09/06/2005                           |  | G                              | V 2,939 D \$ 0   | 239,400 <sup>(2)</sup>  | I  | by Husband's Grantor Trust                            |
| Common Stock                    | 11/22/2005                           |  | G                              | V 220 D \$ 0   | 239,180   | I  | by Husband's Grantor Trust                            |

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|              |            |  |   |   |       |   |          |                       |   |                            |
|--------------|------------|--|---|---|-------|---|----------|-----------------------|---|----------------------------|
| Common Stock | 12/05/2005 |  | G | V | 230   | D | \$ 0     | 238,950               | I | by Husband's Grantor Trust |
| Common Stock |            |  |   |   |       |   |          | 37,189 <sup>(1)</sup> | I | by Grantor Trust           |
| Common Stock |            |  |   |   |       |   |          | 37,189 <sup>(2)</sup> | I | by Husband's Grantor Trust |
| Common Stock |            |  |   |   |       |   |          | 100,000               | I | by PSP Trust               |
| Common Stock | 12/20/2005 |  | S |   | 3,000 | D | \$ 43.26 | 6,000 <sup>(3)</sup>  | I | by Trust for Grandchild    |
| Common Stock | 12/20/2005 |  | S |   | 3,000 | D | \$ 43.38 | 6,000 <sup>(3)</sup>  | I | by Trust for Grandchild    |
| Common Stock | 12/20/2005 |  | S |   | 5,000 | D | \$ 43.26 | 4,000 <sup>(3)</sup>  | I | by UTMA                    |
| Common Stock |            |  |   |   |       |   |          | 5,000                 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

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

## Signatures

Charles J. Kleman, Attorney  
in Fact 12/22/2005

\_\_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) Since the reporting person's last report, 12,811 shares were transferred from one of the reporting person's grantor trusts to the reporting person and then from the reporting person to another one of the reporting person's grantor trusts, ultimately changing the ownership from indirect ownership through one trust to indirect ownership through a different trust.

(2) Since the reporting person's last report, 12,811 shares were transferred from one of the reporting person's husband's grantor trusts to the reporting person's husband and then from the reporting person's husband to another one of the reporting person's husband's grantor trusts, ultimately changing the ownership from indirect ownership through one trust to indirect ownership through a different trust.

(3) The reporting person's spouse is the trustee/custodian of the trusts/account that holds these shares and the reporting person disclaims beneficial ownership of the shares held in such trusts/account. This report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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.