

BURDEN JOHN W

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.  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BURDEN JOHN W**

(Last) (First) (Middle)

P.O. BOX 1131

(Street)

SANIBEL, FL 33957

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/07/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
Common Stock	03/07/2005		M	V Amount (A) or (D) Price 15,000 A \$ 9.865	20,000 <sup>(1)</sup>	D	
Common Stock	03/07/2005		S	400 D \$ 28.29	19,600	D	
Common Stock	03/07/2005		S	2,400 D \$ 28.28	17,200	D	
Common Stock	03/07/2005		S	300 D \$ 28.27	16,900	D	
Common Stock	03/07/2005		S	200 D \$ 28.26	16,700	D	
	03/07/2005		S	2,100 D	14,600	D	

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Common Stock					\$ 28.25		
Common Stock	03/07/2005	S	2,800	D	\$ 28.15	11,800	D
Common Stock	03/07/2005	S	300	D	\$ 28.07	11,500	D
Common Stock	03/07/2005	S	2,000	D	\$ 28.06	9,500	D
Common Stock	03/07/2005	S	800	D	\$ 28.05	8,700	D
Common Stock	03/07/2005	S	1,100	D	\$ 28.04	7,600	D
Common Stock	03/07/2005	S	700	D	\$ 28.03	6,900	D
Common Stock	03/07/2005	S	1,900	D	\$ 28.01	5,000	D
Common Stock						20,000 <sup>(2)</sup>	I by IRA

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 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
Director Stock Options	\$ 9.865 <sup>(2)</sup>	03/07/2005		M	15,000 <sup>(2)</sup>	12/24/2003 06/24/2013	Common Stock 15,000 <sup>(2)</sup>
Director Stock Options	\$ 22.15 <sup>(2)</sup>					12/22/2004 06/22/2014	Common Stock 20,000 <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
BURDEN JOHN W P.O. BOX 1131 SANIBEL, FL 33957	X

## Signatures

Michael J. Kincaid, Attorney in Fact	03/09/2005
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**Signature of Reporting Person	Date
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## 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.

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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