Edgar Filing: BURDEN JOHN W - Form 4

BURDEN JO	HN W									
Form 4 February 02, 2	2005									
									PPROVAL	
	Washington, D.C. 20549						OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5	er STATEM I		OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Section 16(a) of the Securities Exchange Act of 19					Expires:January 3 200Estimated average burden hours per response0		
obligations may contin <i>See</i> Instruct 1(b).	s Section 17(a) section) of the Public Ut 30(h) of the In	ility Hold	ing Com	pany	Act o	of 1935 or Sectio	'n		
BURDEN JOHN W Symb			2. Issuer Name and Ticker or Trading ymbol CHICOS FAS INC [CHS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi	iddle) 3. Date of	3. Date of Earliest Transaction (Check				ck all applicable	an applicable)		
(Month/) P.O. BOX 1131 01/31/2			/Day/Year) /2005			_X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street) 4. If Amendment, Date Origina Filed(Month/Day/Year)				ginal 6. Individual or Joint/Group Filing(Che Applicable Line) _X_ Form filed by One Reporting Person				-	
SANIBEL, F	EL 33957							More than One R		
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock	01/31/2005		Code V A	Amount 2,500 (1)	(A) or (D) A	Price \$ 0	Reported Transaction(s) (Instr. 3 and 4) 2,500	D		
Common Stock							10,000	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: BURDEN JOHN W - Form 4

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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amoun Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BURDEN JOHN W P.O. BOX 1131 SANIBEL, FL 33957	Х						
Signatures							
Michael J. Kincaid, Attorney in Fact		02/02/200	5				

**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) Restricted stock grant which vests 1/3 each year beginning on 01/31/06.

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.