

EDMONDS SCOTT A
Form 4/A
May 10, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
EDMONDS SCOTT A

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

FT. 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)
12/08/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
12/09/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)			
			Code	V	Amount (A) or Price (D)					
Common Stock ⁽¹⁾	12/08/2004		S		200	D	\$ 43.6	63,550	I	By limited partnership
Common Stock ⁽¹⁾	12/08/2004		S		2,100	D	\$ 43.59	61,450	I	By limited partnership
Common Stock ⁽¹⁾	12/08/2004		S		700	D	\$ 43.58	60,750	I	By limited partnership
Common Stock ⁽¹⁾	12/08/2004		S		1,300	D	\$ 43.57	59,450	I	By limited partnership
Common Stock ⁽¹⁾	12/08/2004		S		1,700	D	\$ 43.56	57,750	I	By limited partnership

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Common Stock <u>(1)</u>	12/08/2004	S	2,900	D	\$ 43.55	54,850	I	By limited partnership
Common Stock <u>(1)</u>	12/08/2004	S	400	D	\$ 43.54	54,450	I	By limited partnership
Common Stock <u>(1)</u>	12/08/2004	S	600	D	\$ 43.53	53,850	I	By limited partnership
Common Stock <u>(1)</u>	12/08/2004	S	200	D	\$ 43.52	53,650	I	By limited partnership
Common Stock <u>(1)</u>	12/08/2004	S	500	D	\$ 43.51	53,150	I	By limited partnership
Common Stock <u>(1)</u>	12/08/2004	S	14,400	D	\$ 43.5	38,750	I	By limited partnership
Common Stock <u>(2)</u>						800	I	By spouse
Common Stock <u>(3)</u>						1,124	I	By daughter
Common Stock <u>(3)</u>						1,124	I	By daughter

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDMONDS SCOTT A 11215 METRO PARKWAY FT. MYERS, FL 33912	X		President and CEO	

Signatures

Michael J. Kincaid, Attorney
In Fact

05/10/2005

__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) On or about July 8, 2004, 62,950 directly owned shares were transferred by way of contribution to a limited partnership controlled by the reporting person, thus converting those 62,950 shares from directly owned shares to indirectly owned shares. On or about September 22, 2004, 800 directly owned shares were also transferred by way of contribution to the limited partnership controlled by the reporting person, thus converting those 800 shares from directly owned shares to indirectly owned shares (this particular change in nature of ownership was reported by way of footnote on a Form 4 filed by the reporting person on February 2, 2005). The sales of an aggregate of 25,000 shares reported on the originally filed Form 4 as direct ownership sales occurring on December 8, 2004 should have been reported as indirect ownership sales. This amendment corrects the ownership form of the shares and corrects the ownership form of the sales occurring on December 8, 2004.

(2) On or about June 15, 2004, 800 directly owned shares were transferred by way of gift to the reporting person's spouse, thus converting those 800 shares from directly owned shares to indirectly owned shares. This amendment corrects the ownership form of these shares as being indirect rather than direct.

(3) The originally filed Form 4 and several previously filed Form 4's had reflected the incorrect number of shares held by each of the reporting person's daughters. This amendment corrects the number of shares beneficially owned by the reporting person by virtue of shares owned by each of the reporting person's daughters.

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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