

CHICOS FAS INC  
Form 4  
September 14, 2006

**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**

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

FT. MYERS, FL 33966

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**08/18/2006**

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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/18/2006		G	V 4,435 D \$ 0	8,420 <sup>(1)</sup>	I	by Grantor Trust
Common Stock	08/18/2006		G	V 4,435 D \$ 0	3,985	I	by Grantor Trust
Common Stock	08/18/2006		G	V <u>3,985</u> <sub>(3)</sub> D \$ 0	0	I	by Grantor Trust
Common Stock	08/18/2006		G	V 4,435 D \$ 0	8,420 <sup>(2)</sup>	I	by Husband's Grantor Trust
Common	08/18/2006		G	V 4,435 D \$ 0	3,985	I	by

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Stock									Husband's Grantor Trust	
Common Stock	08/18/2006		G V	<u>3,985</u> <sup>(3)</sup>	D	\$ 0 0		I	by Husband's Grantor Trust	
Common Stock							31,834	<u>(1)</u>	D	
Common Stock							24,334	<u>(2)</u>	I	by Husband
Common Stock							236,535		I	by Grantor Trust
Common Stock							236,450		I	by Husband's Grantor Trust
Common Stock							100,000		I	by PSP Trust
Common Stock							7,970	<u>(3)</u> <u>(4)</u>	I	by Trust for Grandchild
Common Stock							6,000	<u>(4)</u>	I	by Trust for Grandchild
Common Stock							6,000	<u>(4)</u>	I	by Trust for Grandchild
Common Stock							4,000	<u>(4)</u>	I	by UTMA

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,	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
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4, and 5)

								Amount or Number of Shares
					Date Exercisable	Expiration Date	Title	
Code	V	(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIBSON VERNA K 11215 METRO PARKWAY FT. MYERS, FL 33966	X			

## Signatures

Michael J. Kincaid, Attorney in Fact	09/14/2006
**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, 24,334 shares were transferred from one of the reporting person's grantor trusts to the reporting person, ultimately changing the ownership from indirect ownership through a trust to direct ownership.
- (2) Since the reporting person's last report, 24,334 shares were transferred from one of the reporting person's husband's grantor trusts to the reporting person's husband, ultimately changing the ownership from indirect ownership through a trust to indirect ownership through the husband.
- (3) 3,985 shares were transferred from one of the reporting person's grantor trusts to a trust for the benefit of a grandchild under which the reporting person's husband is the trustee. 3,985 additional shares were transferred from one of the reporting person's husband's grantor trusts to a trust for the benefit of a grandchild under which the reporting person's husband is the trustee.
- (4) 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.