

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2003-06-09**  
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### ISSUER

#### CHICOS FAS INC

CIK: **897429** | IRS No.: **592389435** | State of Incorporation: **FL** | Fiscal Year End: **0130**  
SIC: **5621** Women's clothing stores

Mailing Address  
11215 METRO PKY  
FT MYERS FL 33912-1206

Business Address  
11215 METRO PKWY  
FT MYERS FL 33912-1206  
8134335505

### REPORTING OWNER

#### GRALNICK MARVIN J

CIK: **1073291** | State of Incorporation: **TX** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-16435** | Film No.: **04588797**

Mailing Address  
648 MUREX CIRCLE  
SANIBEL ISLAND FL 33957

Business Address  
648 MUREX CIRCLE  
648 MUREX CIRCLE  
SANIBEL ISLAND FL 33957  
9414720633

# 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

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

1. Name and Address of Reporting Person <b>GRALNICK MARVIN J</b>			2. Issuer Name and Ticker or Trading Symbol <b>CHICOS FAS INC [CHS]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/09/2003</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
11215 METRO PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)								
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 (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 <sup>(1)</sup>	06/09/2003		<u>S</u>		1,500	D	\$21.52	2,535,176	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		1,900	D	\$21.51	2,533,276	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		3,100	D	\$21.5	2,530,176	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		1,500	D	\$21.49	2,528,676	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		1,700	D	\$21.48	2,526,976	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		400	D	\$21.46	2,526,576	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		400	D	\$21.45	2,526,176	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		1,800	D	\$21.44	2,524,376	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		200	D	\$21.42	2,524,176	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		100	D	\$21.4	2,524,076	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>		900	D	\$21.39	2,523,176	I	By limited partnership
Common Stock (1)	06/09/2003		<u>S</u>		1,000	D	\$21.38	2,522,176	I	By limited partnership

Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>	100	D	\$21.36	2,522,076	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>	1,000	D	\$21.35	2,521,076	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>	1,600	D	\$21.34	2,519,476	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>	800	D	\$21.33	2,518,676	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>	1,900	D	\$21.32	2,516,776	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>	2,000	D	\$21.31	2,514,776	I	By limited partnership
Common Stock <sup>(1)</sup>	06/09/2003		<u>S</u>	1,100	D	\$21.3	2,513,676	I	By limited partnership

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- All sales on June 9, 2003 were effectuated under a Rule 10b5-1 Trading Plan entered into on December 23, 2002, and amended March 6, 2003, pursuant to Rule 10b5-1(c) under the Securities Exchange Act of 1934.

**Signatures**

Gary I. Teblum, Attorney in Fact

\*\* Signature of Reporting Person

06/10/2003

Date

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

\* 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).

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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