

ABERCROMBIE & FITCH CO /DE/
Form 4
June 06, 2005

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 *
LEINO DAVID L

2. Issuer Name and Ticker or Trading Symbol
ABERCROMBIE & FITCH CO /DE/ [ANF]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6301 FITCH PATH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Director of Stores

NEW ALBANY, OH 43054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
Class A Common Stock					13	I	By 401(k)
Class A Common Stock	06/02/2005		M	25,222 A	\$ 40.375 48,032	D	
Class A Common Stock	06/02/2005		M	8,753 A	\$ 15.25 56,785	D	
Class A Common	06/02/2005		M	12,500 A	\$ 26.64 69,285	D	

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Stock								
Class A Common Stock	06/02/2005	M	538	A	\$ 26.98	69,823		D
Class A Common Stock	06/02/2005	M	9,100	A	\$ 8	78,923		D
Class A Common Stock	06/02/2005	M	7,500	A	\$ 8	86,423		D
Class A Common Stock	06/02/2005	M	28,734	A	\$ 15.875	115,157		D
Class A Common Stock	06/02/2005	S	5,000	D	\$ 64.2	110,157		D
Class A Common Stock	06/02/2005	S	9,000	D	\$ 64.25	101,157		D
Class A Common Stock	06/02/2005	S	1,000	D	\$ 64.26	100,157		D
Class A Common Stock	06/02/2005	S	3,500	D	\$ 64.27	96,657		D
Class A Common Stock	06/02/2005	S	15,000	D	\$ 64.3	81,657		D
Class A Common Stock	06/02/2005	S	1,000	D	\$ 64.31	80,657		D
Class A Common Stock	06/02/2005	S	5,000	D	\$ 64.32	75,657		D
Class A Common Stock	06/02/2005	S	2,000	D	\$ 64.35	73,657		D
Class A Common Stock	06/02/2005	S	7,000	D	\$ 64.36	66,657		D
Class A Common Stock	06/02/2005	S	2,000	D	\$ 64.37	64,657		D

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Class A Common Stock	06/02/2005	S	5,000	D	\$ 64.38	59,657	D
Class A Common Stock	06/02/2005	S	7,000	D	\$ 64.4	52,657	D
Class A Common Stock	06/02/2005	S	1,000	D	\$ 64.5	51,657	D
Class A Common Stock	06/02/2005	S	2,000	D	\$ 64.51	49,657	D
Class A Common Stock	06/02/2005	S	1,000	D	\$ 64.53	48,657	D
Class A Common Stock	06/02/2005	S	2,500	D	\$ 64.55	46,157	D
Class A Common Stock	06/02/2005	S	3,000	D	\$ 65.58	43,157	D
Class A Common Stock	06/02/2005	S	2,000	D	\$ 64.63	41,157	D
Class A Common Stock	06/02/2005	S	2,000	D	\$ 64.65	39,157	D
Class A Common Stock	06/02/2005	S	5,000	D	\$ 64.7	34,157	D
Class A Common Stock	06/02/2005	S	2,000	D	\$ 64.75	32,157	D
Class A Common Stock	06/02/2005	S	1,000	D	\$ 64.83	31,157	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
Stock Option - Right to Buy	\$ 8	06/02/2005		M	9,100	09/25/2000	09/26/2006	Class A Common Stock	9,100
Stock Option - Right to Buy	\$ 8	06/02/2005		M	7,500	02/20/2003	02/21/2007	Class A Common Stock	7,500
Stock Option - Right to Buy	\$ 15.875	06/02/2005		M	28,734	02/02/2002	02/03/2008	Class A Common Stock	28,734
Stock Option - Right to Buy	\$ 40.375	06/02/2005		M	25,222	<u>(1)</u>	03/02/2009	Class A Common Stock	25,222
Stock Option - Right to Buy	\$ 15.25	06/02/2005		M	8,753	<u>(2)</u>	02/16/2010	Class A Common Stock	8,753
Stock Option - Right to Buy	\$ 26.64	06/02/2005		M	12,500	<u>(2)</u>	02/28/2012	Class A Common Stock	12,500
Stock Option - Right to Buy	\$ 26.98	06/02/2005		M	538	<u>(2)</u>	02/14/2013	Class A Common Stock	538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEINO DAVID L 6301 FITCH PATH			SVP-Director of Stores	

NEW ALBANY, OH 43054

Signatures

By: Robert J. Tannous,
Attorney-in-Fact

06/06/2005

__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) Option vests 10% on the 1st, 2nd, 3rd anniversaries of date of grant; 15% on the 4th anniversary; 20% on the 5th anniversary and 35% on the 6th anniversary.
 - (2) Option vests 25% per year beginning on the first anniversary of the date of grant.

Remarks:

This is the first of two Form 4s to be filed for transactions made on 6/2/05. Multiple Form 4s are being filed due to the 30 tran

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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