

ABERCROMBIE & FITCH CO /DE/

Form 4

June 06, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JEFFRIES MICHAEL S

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)

NEW ALBANY, OH 43054

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman and CEO

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

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)
Class A Common Stock	06/05/2008		M	50,000	A \$ 44	1,443,758	D
Class A Common Stock	06/05/2008		S	200	D \$ 69.48	1,443,558	D
Class A Common Stock	06/05/2008		S	200	D \$ 69.54	1,443,358	D
Class A Common	06/05/2008		S	100	D \$ 69.55	1,443,258	D

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Stock							
Class A Common Stock	06/05/2008	S	400	D	\$ 69.7	1,442,858	D
Class A Common Stock	06/05/2008	S	200	D	\$ 69.71	1,442,658	D
Class A Common Stock	06/05/2008	S	100	D	\$ 69.72	1,442,558	D
Class A Common Stock	06/05/2008	S	200	D	\$ 69.8	1,442,358	D
Class A Common Stock	06/05/2008	S	100	D	\$ 69.82	1,442,258	D
Class A Common Stock	06/05/2008	S	500	D	\$ 69.83	1,441,758	D
Class A Common Stock	06/05/2008	S	600	D	\$ 69.85	1,441,158	D
Class A Common Stock	06/05/2008	S	100	D	\$ 69.87	1,441,058	D
Class A Common Stock	06/05/2008	S	300	D	\$ 69.89	1,440,758	D
Class A Common Stock	06/05/2008	S	200	D	\$ 69.9	1,440,558	D
Class A Common Stock	06/05/2008	S	100	D	\$ 69.91	1,440,458	D
Class A Common Stock	06/05/2008	S	200	D	\$ 69.92	1,440,258	D
Class A Common Stock	06/05/2008	S	400	D	\$ 69.94	1,439,858	D
Class A Common Stock	06/05/2008	S	300	D	\$ 69.95	1,439,558	D

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Class A Common Stock	06/05/2008	S	300	D	\$ 69.96	1,439,258	D
Class A Common Stock	06/05/2008	S	300	D	\$ 69.97	1,438,958	D
Class A Common Stock	06/05/2008	S	900	D	\$ 69.98	1,438,058	D
Class A Common Stock	06/05/2008	S	800	D	\$ 69.99	1,437,258	D
Class A Common Stock	06/05/2008	S	600	D	\$ 70	1,436,658	D
Class A Common Stock	06/05/2008	S	800	D	\$ 70.01	1,435,858	D
Class A Common Stock	06/05/2008	S	1,500	D	\$ 70.02	1,434,358	D
Class A Common Stock	06/05/2008	S	400	D	\$ 70.03	1,433,958	D
Class A Common Stock	06/05/2008	S	500	D	\$ 70.04	1,433,458	D
Class A Common Stock	06/05/2008	S	1,000	D	\$ 70.05	1,432,458	D
Class A Common Stock	06/05/2008	S	400	D	\$ 70.06	1,432,058 ⁽¹⁾	D

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to Buy	\$ 44	06/05/2008	M		50,000		<u>(2)</u>	07/23/2009	Class A Common Stock	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEFFRIES MICHAEL S 6301 FITCH PATH NEW ALBANY, OH 43054	X		Chairman and CEO	

Signatures

By: Robert J. Tannous,
Attorney-in-Fact
06/06/2008

__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) All sales made by Mr. Jeffries and reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 19, 2007.
- (2) Option vests 25% per year beginning 7/23/03.

Remarks:

This is the first Form 4 to be filed for transactions made on June 5, 2008. Multiple Forms 4 are being filed due to the 30 transactions.

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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