

ABERCROMBIE & FITCH CO /DE/
Form 4
June 05, 2008

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2008

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

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	06/04/2008		M	50,000	A	\$ 44	1,443,758	D
Class A Common Stock	06/04/2008		S	100	D	\$ 67.29	1,443,658	D
Class A Common Stock	06/04/2008		S	100	D	\$ 67.34	1,443,558	D
Class A Common	06/04/2008		S	200	D	\$ 67.35	1,443,358	D

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Stock								
Class A Common Stock	06/04/2008	S	100	D	\$ 67.36	1,443,258	D	
Class A Common Stock	06/04/2008	S	100	D	\$ 67.37	1,443,158	D	
Class A Common Stock	06/04/2008	S	200	D	\$ 67.4	1,442,958	D	
Class A Common Stock	06/04/2008	S	100	D	\$ 67.44	1,442,858	D	
Class A Common Stock	06/04/2008	S	300	D	\$ 67.45	1,442,558	D	
Class A Common Stock	06/04/2008	S	200	D	\$ 67.46	1,442,358	D	
Class A Common Stock	06/04/2008	S	100	D	\$ 67.48	1,442,258	D	
Class A Common Stock	06/04/2008	S	200	D	\$ 67.49	1,442,058	D	
Class A Common Stock	06/04/2008	S	200	D	\$ 67.5	1,441,858	D	
Class A Common Stock	06/04/2008	S	100	D	\$ 67.51	1,441,758	D	
Class A Common Stock	06/04/2008	S	100	D	\$ 67.53	1,441,658	D	
Class A Common Stock	06/04/2008	S	100	D	\$ 67.54	1,441,558	D	
Class A Common Stock	06/04/2008	S	300	D	\$ 67.55	1,441,258	D	
Class A Common Stock	06/04/2008	S	100	D	\$ 67.59	1,441,158	D	

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Class A Common Stock	06/04/2008		S	100	D	\$ 67.6	1,441,058	D
Class A Common Stock	06/04/2008		S	600	D	\$ 67.61	1,440,458	D
Class A Common Stock	06/04/2008		S	200	D	\$ 67.62	1,440,258	D
Class A Common Stock	06/04/2008		S	200	D	\$ 67.64	1,440,058	D
Class A Common Stock	06/04/2008		S	100	D	\$ 67.65	1,439,958	D
Class A Common Stock	06/04/2008		S	200	D	\$ 67.66	1,439,758	D
Class A Common Stock	06/04/2008		S	200	D	\$ 67.67	1,439,558	D
Class A Common Stock	06/04/2008		S	100	D	\$ 67.69	1,439,458	D
Class A Common Stock	06/04/2008		S	100	D	\$ 67.7	1,439,358	D
Class A Common Stock	06/04/2008		S	100	D	\$ 67.71	1,439,258	D
Class A Common Stock	06/04/2008		S	100	D	\$ 67.72	1,439,158 ⁽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.

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	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	06/04/2008	M	50,000					(2)	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 06/05/2008
**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 4, 2008. Multiple Form 4s 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. 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.