

ABERCROMBIE & FITCH CO /DE/

Form 4

May 29, 2007

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

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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)

3. Date of Earliest Transaction
(Month/Day/Year)
05/25/2007

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

Chairman and CEO

NEW ALBANY, OH 43054

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	05/25/2007		S		1,300	D \$ 81.94	1,394,398 D
Class A Common Stock	05/25/2007		S		800	D \$ 81.95	1,393,598 D
Class A Common Stock	05/25/2007		S		100	D \$ 81.88	1,403,198 D
Class A Common	05/25/2007		S		1,700	D \$ 81.89	1,401,498 D

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Stock

Class A Common Stock	05/25/2007	S	2,600	D	\$ 81.9	1,398,898	D
Class A Common Stock	05/25/2007	S	1,200	D	\$ 81.91	1,397,698	D
Class A Common Stock	05/25/2007	S	1,000	D	\$ 81.92	1,396,698	D
Class A Common Stock	05/25/2007	S	1,000	D	\$ 81.93	1,395,698 ⁽¹⁾	D
Class A Common Stock	05/25/2007	S	800	D	\$ 81.66	1,435,398	D
Class A Common Stock	05/25/2007	S	1,200	D	\$ 81.68	1,434,198	D
Class A Common Stock	05/25/2007	S	1,500	D	\$ 81.69	1,432,698	D
Class A Common Stock	05/25/2007	S	800	D	\$ 81.7	1,431,898	D
Class A Common Stock	05/25/2007	S	900	D	\$ 81.71	1,430,998	D
Class A Common Stock	05/25/2007	S	1,000	D	\$ 81.72	1,429,998	D
Class A Common Stock	05/25/2007	S	1,900	D	\$ 81.73	1,428,098	D
Class A Common Stock	05/25/2007	S	2,000	D	\$ 81.74	1,426,098	D
Class A Common Stock	05/25/2007	S	3,400	D	\$ 81.75	1,422,698	D
Class A Common Stock	05/25/2007	S	400	D	\$ 81.76	1,422,298	D

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Class A Common Stock	05/25/2007	S	2,400	D	\$ 81.77	1,419,898	D
Class A Common Stock	05/25/2007	S	3,200	D	\$ 81.78	1,416,698	D
Class A Common Stock	05/25/2007	S	1,700	D	\$ 81.79	1,414,998	D
Class A Common Stock	05/25/2007	S	1,800	D	\$ 81.8	1,413,198	D
Class A Common Stock	05/25/2007	S	2,300	D	\$ 81.81	1,410,898	D
Class A Common Stock	05/25/2007	S	2,800	D	\$ 81.82	1,408,098	D
Class A Common Stock	05/25/2007	S	900	D	\$ 81.83	1,407,198	D
Class A Common Stock	05/25/2007	S	1,200	D	\$ 81.84	1,405,998	D
Class A Common Stock	05/25/2007	S	1,700	D	\$ 81.85	1,404,298	D
Class A Common Stock	05/25/2007	S	300	D	\$ 81.86	1,403,998	D
Class A Common Stock	05/25/2007	S	700	D	\$ 81.87	1,403,298	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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

**Signature of Reporting Person

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 March 22, 2007.

Remarks:

This is the second Form 4 to be filed for transactions made on 5/25/07. 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.