KESSLER JOHN W

Form 4

February 27, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KESSLER JOHN W

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)

3. Date of Earliest Transaction

(Month/Day/Year) 02/23/2007

_X__ Director Officer (give title

10% Owner Other (specify

THE NEW ALBANY COMPANY, 220 MARKET **SQUARE, SUITE 200**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW ALBANY, OH 43054

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed 4 and 3 (A) or	of (D)	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	02/23/2007		M	10,000	` ′		23,516	D	
Class A Common Stock	02/23/2007		S	18,500	D	\$ 79.35	5,016	D	
Class A Common Stock	02/23/2007		G V	900	D	\$ 0	4,116	D	

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Class A Common

Stock

02/23/2007

M

8,500 A \$ 13,516

D

(9-02)

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

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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 or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Phantom Stock	<u>(1)</u>	02/23/2007		A	2,394		(2)	(2)	Class A Common Stock	2,3
Restricted Stock Unit	<u>(1)</u>	02/23/2007		M		2,394	(3)	08/21/2006	Class A Common Stock	2,3
Stock Option - Right to Buy	\$ 24.28	02/23/2007		M		10,000	07/16/2002	07/16/2008	Class A Common Stock	10,0
Stock Option - Right to Buy	\$ 24.31	02/23/2007		M		8,500	<u>(4)</u>	11/15/2011	Class A Common Stock	8,5

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KESSLER JOHN W THE NEW ALBANY COMPANY 220 MARKET SQUARE, SUITE 200 NEW ALBANY, OH 43054	X					

Reporting Owners 2

Signatures

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

**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) This award converts to common stock on a 1-for-1 basis.
- (2) The shares of phantom stock become payable upon the reporting person's termination of service as a director.
- (3) Restricted Stock Unit vests on the latter of (i) 8/21/06 or (ii) the first open window trading date following the first anniversary of the grant date.
- (4) Option vests 25% per year beginning on the first anniversary of the date of grant.

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.

Signatures 3