

ABERCROMBIE & FITCH CO /DE/
Form 4/A
March 07, 2007

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 *
CHANG DIANE

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)
02/23/2007

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

NEW ALBANY, OH 43054

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/27/2007

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)	(A) or (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)
			Code	V	Amount	Price		
Class A Common Stock	02/23/2007		M		1,098	A \$ 25	125,716	D
Class A Common Stock	02/23/2007		M		25,000	A \$ 26.64	150,716	D
Class A Common Stock	02/23/2007		M		1,612	A \$ 26.98	152,328	D
Class A Common	02/23/2007		M		600	A \$ 37.69	152,928	D

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Stock								
Class A Common Stock	02/23/2007	M	7,500	A	\$ 29.5	160,428	D	
Class A Common Stock	02/23/2007	S	30,050	D	\$ 79.5	130,378	D	
Class A Common Stock	02/23/2007	S	400	D	\$ 79.51	129,978	D	
Class A Common Stock	02/23/2007	S	300	D	\$ 79.52	129,678	D	
Class A Common Stock	02/23/2007	S	300	D	\$ 79.53	129,378	D	
Class A Common Stock	02/23/2007	S	600	D	\$ 79.54	128,778	D	
Class A Common Stock	02/23/2007	S	500	D	\$ 79.56	128,278	D	
Class A Common Stock	02/23/2007	S	1,400	D	\$ 79.57	126,878	D	
Class A Common Stock	02/23/2007	S	800	D	\$ 79.58	126,078	D	
Class A Common Stock	02/23/2007	S	400	D	\$ 79.61	125,678	D	
Class A Common Stock	02/23/2007	S	100	D	\$ 79.64	125,578	D	
Class A Common Stock	02/23/2007	S	400	D	\$ 79.66	125,178	D	
Class A Common Stock	02/23/2007	S	300	D	\$ 79.67	124,878	D	
Class A Common Stock	02/23/2007	S	100	D	\$ 79.7	124,778	D	

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Class A Common Stock	02/23/2007	S	500	D	\$ 79.71	124,278	D
Class A Common Stock	02/23/2007	S	700	D	\$ 79.72	123,578	D
Class A Common Stock	02/23/2007	S	200	D	\$ 79.75	123,378	D
Class A Common Stock	02/23/2007	S	700	D	\$ 79.77	122,678	D
Class A Common Stock	02/23/2007	S	279	D	\$ 79.78	122,399	D
Class A Common Stock	02/23/2007	S	1,300	D	\$ 79.79	121,099	D
Class A Common Stock	02/23/2007	S	600	D	\$ 79.8	120,499	D
Class A Common Stock	02/23/2007	S	200	D	\$ 79.81	120,299	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.83	119,899	D
Class A Common Stock	02/23/2007	S	100	D	\$ 79.84	119,799	D
Class A Common Stock	02/23/2007	S	14,421	D	\$ 80	105,378	D

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

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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)
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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	\$ 37.69	02/23/2007			M		600		02/01/2003	02/01/2009	Class A Common Stock	600
Stock Option - Right to Buy	\$ 29.5	02/23/2007			M		7,500		03/06/2006	03/06/2011	Class A Common Stock	7,500
Stock Option - Right to Buy	\$ 25	02/23/2007			M		1,098		<u>(1)</u>	02/04/2012	Class A Common Stock	1,098
Stock Option - Right to Buy	\$ 26.64	02/23/2007			M		25,000		<u>(2)</u>	02/28/2012	Class A Common Stock	25,000
Stock Option - Right to Buy	\$ 26.98	02/23/2007			M		1,612		<u>(2)</u>	02/14/2013	Class A Common Stock	1,612

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANG DIANE 6301 FITCH PATH NEW ALBANY, OH 43054			SVP of Sourcing	

Signatures

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

03/06/2007

 **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 25% per year beginning on the date of grant.

(2) Option vests 25% per year beginning on the first anniversary of the date of grant.

Remarks:

This Form 4 is being amended to correct the number of shares sold on 2/23/07.

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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