JEFFRIES MICHAEL S

Form 4 May 08, 2008

FORM 4

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

OMB APPROVAL

OMB

Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(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) 6301 FITCH P	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2008	X Director 10% Owner Officer (give title Other (specify below) Chairman and CEO
	(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
NEW ALBANY, OH 43054				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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Form: Direct Code Beneficially Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Class A Common M 50,000 \$ 44 D 05/06/2008 Α 1,443,758 Stock Class A Common 05/06/2008 S 600 1,443,158 D Stock Class A Common 05/06/2008 S 400 1,442,758 D Stock Class A S 500 \$ D 05/06/2008 D 1,442,258 71.94 Common

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Stock							
Class A Common Stock	05/06/2008	S	500	D	\$ 71.96	1,441,758	D
Class A Common Stock	05/06/2008	S	300	D	\$ 71.97	1,441,458	D
Class A Common Stock	05/06/2008	S	700	D	\$ 71.98	1,440,758	D
Class A Common Stock	05/06/2008	S	1,000	D	\$ 71.99	1,439,758	D
Class A Common Stock	05/06/2008	S	900	D	\$ 72.01	1,438,858	D
Class A Common Stock	05/06/2008	S	500	D	\$ 72.02	1,438,358	D
Class A Common Stock	05/06/2008	S	1,200	D	\$ 72.04	1,437,158	D
Class A Common Stock	05/06/2008	S	100	D	\$ 72.05	1,437,058	D
Class A Common Stock	05/06/2008	S	200	D	\$ 72.06	1,436,858	D
Class A Common Stock	05/06/2008	S	500	D	\$ 72.1	1,436,358	D
Class A Common Stock	05/06/2008	S	200	D	\$ 72.11	1,436,158	D
Class A Common Stock	05/06/2008	S	200	D	\$ 72.12	1,435,958	D
Class A Common Stock	05/06/2008	S	200	D	\$ 72.13	1,435,758	D
Class A Common Stock	05/06/2008	S	300	D	\$ 72.14	1,435,458	D

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Class A Common Stock	05/06/2008	S	400	D	\$ 72.15	1,435,058	D
Class A Common Stock	05/06/2008	S	500	D	\$ 72.16	1,434,558	D
Class A Common Stock	05/06/2008	S	100	D	\$ 72.17	1,434,458	D
Class A Common Stock	05/06/2008	S	100	D	\$ 72.18	1,434,358	D
Class A Common Stock	05/06/2008	S	300	D	\$ 72.2	1,434,058	D
Class A Common Stock	05/06/2008	S	200	D	\$ 72.21	1,433,858	D
Class A Common Stock	05/06/2008	S	300	D	\$ 72.22	1,433,558	D
Class A Common Stock	05/06/2008	S	400	D	\$ 72.23	1,433,158	D
Class A Common Stock	05/06/2008	S	200	D	\$ 72.24	1,432,958	D
Class A Common Stock	05/06/2008	S	100	D	\$ 72.25	1,432,858	D
Class A Common Stock	05/06/2008	S	200	D	\$ 72.26	1,432,658	D
Class A Common Stock	05/06/2008	S	200	D	\$ 72.27	1,432,458 (1)	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	h/Day/Year) Execution Date, if TransactionDerivative any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to Buy	\$ 44	05/06/2008		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 05/08/2008

**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 May 6, 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. 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.

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