ABERCROMBIE & FITCH CO /DE/

Form 4 June 04, 2008

FORM 4

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

OMB APPROVAL

OMB

Number: 3235-0287

if no longer subject to Section 16.

Check this box

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

burden hours per response...

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) 06/03/2008 | _X_ Director 10% Owner 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 ALBAN | Y, OH 4305 | 4 | | 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 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common S D 06/03/2008 300 D 1,418,858 Stock Class A Common 06/03/2008 S 100 1,418,758 D Stock Class A Common 06/03/2008 S 200 D \$ 69.3 1,418,558 D Stock Class A 06/03/2008 S 300 \$ D D 1,418,258 69.32 Common

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| Stock | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|-----------|---|
| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.33 | 1,418,158 | D |
| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.35 | 1,418,058 | D |
| Class A Common Stock | 06/03/2008 | S | 200 | D | \$ 69.36 | 1,417,858 | D |
| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.37 | 1,417,758 | D |
| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.38 | 1,417,658 | D |
| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.39 | 1,417,558 | D |
| Class A Common Stock | 06/03/2008 | S | 200 | D | \$ 69.4 | 1,417,358 | D |
| Class A Common Stock | 06/03/2008 | S | 300 | D | \$ 69.41 | 1,417,058 | D |
| Class A Common Stock | 06/03/2008 | S | 300 | D | \$ 69.42 | 1,416,758 | D |
| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.43 | 1,416,658 | D |
| Class A Common Stock | 06/03/2008 | S | 400 | D | \$ 69.44 | 1,416,258 | D |
| Class A Common Stock | 06/03/2008 | S | 400 | D | \$ 69.45 | 1,415,858 | D |
| Class A Common Stock | 06/03/2008 | S | 400 | D | \$ 69.46 | 1,415,458 | D |
| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.47 | 1,415,358 | D |
| | | | | | | | |

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| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.48 | 1,415,258 | D |
|----------------------------|------------|---|-----|---|-------------|---------------|---|
| Class A Common Stock | 06/03/2008 | S | 400 | D | \$ 69.5 | 1,414,858 | D |
| Class A Common Stock | 06/03/2008 | S | 300 | D | \$ 69.51 | 1,414,558 | D |
| Class A Common Stock | 06/03/2008 | S | 100 | D | \$ 69.52 | 1,414,458 | D |
| Class A Common Stock | 06/03/2008 | S | 800 | D | \$ 69.53 | 1,413,658 | D |
| Class A Common Stock | 06/03/2008 | S | 300 | D | \$ 69.54 | 1,413,358 | D |
| Class A Common Stock | 06/03/2008 | S | 300 | D | \$ 69.57 | 1,413,058 | D |
| Class A Common Stock | 06/03/2008 | S | 400 | D | \$ 69.58 | 1,412,658 | D |
| Class A Common Stock | 06/03/2008 | S | 400 | D | \$ 69.59 | 1,412,258 | D |
| Class A Common Stock | 06/03/2008 | S | 200 | D | \$ 69.6 | 1,412,058 | D |
| Class A Common Stock | 06/03/2008 | S | 200 | D | \$ 69.62 | 1,411,858 | D |
| Class A Common Stock | 06/03/2008 | S | 500 | D | \$ 69.63 | 1,411,358 (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)

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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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title a Amount of Underlying Securities (Instr. 3 a | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|--|---------------|---|--|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|------------------|-------|--|--|--|--|
| reporting owner runner runners | 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 06/04/2008

**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.

Remarks:

This is the fourth Form 4 to be filed for transactions made on June 3, 2008. Multiple Forms 4 are being filed due to the 30 transactions made on June 3, 2008. Multiple Forms 4 are being filed due to the 30 transactions 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.

Reporting Owners 4