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ABERCROMBIE & FITCH CO /DE/ Form 4 June 06, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JEFFRIES MICHAEL S Issuer Symbol **ABERCROMBIE & FITCH CO** (Check all applicable) /DE/ [ANF] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 6301 FITCH PATH 06/05/2008 Chairman and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW ALBANY, OH 43054 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. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Ownership (Month/Day/Year) Owned (D) or (Instr. 8) Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common 06/05/2008 Μ 50.000 A \$44 1,443,758 D Stock Class A Common 06/05/2008 S 200 D 1,443,558 D 69 48 Stock Class A Common 06/05/2008 S 200 D 1,443,358 D Stock Class A S 100 06/05/2008 D \$ D 1,443,258 Common 69.55

Stock

Class A Common Stock	06/05/2008	S	400	D	\$ 69.7	1,442,858	D
Class A Common Stock	06/05/2008	S	200	D	\$ 69.71	1,442,658	D
Class A Common Stock	06/05/2008	S	100	D	\$ 69.72	1,442,558	D
Class A Common Stock	06/05/2008	S	200	D	\$ 69.8	1,442,358	D
Class A Common Stock	06/05/2008	S	100	D	\$ 69.82	1,442,258	D
Class A Common Stock	06/05/2008	S	500	D	\$ 69.83	1,441,758	D
Class A Common Stock	06/05/2008	S	600	D	\$ 69.85	1,441,158	D
Class A Common Stock	06/05/2008	S	100	D	\$ 69.87	1,441,058	D
Class A Common Stock	06/05/2008	S	300	D	\$ 69.89	1,440,758	D
Class A Common Stock	06/05/2008	S	200	D	\$ 69.9	1,440,558	D
Class A Common Stock	06/05/2008	S	100	D	\$ 69.91	1,440,458	D
Class A Common Stock	06/05/2008	S	200	D	\$ 69.92	1,440,258	D
Class A Common Stock	06/05/2008	S	400	D	\$ 69.94	1,439,858	D
Class A Common Stock	06/05/2008	S	300	D	\$ 69.95	1,439,558	D

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Class A Common Stock	06/05/2008	S	300	D	\$ 69.96	1,439,258	D
Class A Common Stock	06/05/2008	S	300	D	\$ 69.97	1,438,958	D
Class A Common Stock	06/05/2008	S	900	D	\$ 69.98	1,438,058	D
Class A Common Stock	06/05/2008	S	800	D	\$ 69.99	1,437,258	D
Class A Common Stock	06/05/2008	S	600	D	\$ 70	1,436,658	D
Class A Common Stock	06/05/2008	S	800	D	\$ 70.01	1,435,858	D
Class A Common Stock	06/05/2008	S	1,500	D	\$ 70.02	1,434,358	D
Class A Common Stock	06/05/2008	S	400	D	\$ 70.03	1,433,958	D
Class A Common Stock	06/05/2008	S	500	D	\$ 70.04	1,433,458	D
Class A Common Stock	06/05/2008	S	1,000	D	\$ 70.05	1,432,458	D
Class A Common Stock	06/05/2008	S	400	D	\$ 70.06	1,432,058 <u>(1)</u>	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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	r) (Instr. 8)	or I (D) (Ins	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(
			Code N	V (A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 44	06/05/2008	М		50,000	(2)	07/23/2009	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
JEFFRIES MICHAEL S 6301 FITCH PATH NEW ALBANY, OH 43054	Х		Chairman and CEO				
Signatures							
By: Robert J. Tannous, Attorney-in-Fact		06/06/2	2008				

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- (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 June 5, 2008. Multiple Forms 4 are being filed due to the 30 transa

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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