

ABERCROMBIE & FITCH CO /DE/
 Form 4
 June 05, 2008

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 *
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) (First) (Middle)
6301 FITCH PATH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

NEW ALBANY, OH 43054

(City) (State) (Zip)

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

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Class A Common Stock | 06/04/2008 | | S | 200 D \$ 67.73 | 1,438,958 | D | |
| Class A Common Stock | 06/04/2008 | | S | 200 D \$ 67.75 | 1,438,758 | D | |
| Class A Common Stock | 06/04/2008 | | S | 100 D \$ 67.76 | 1,438,658 | D | |
| Class A Common | 06/04/2008 | | S | 200 D \$ 67.77 | 1,438,458 | D | |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|-----------|---|--|
| Stock | | | | | | | | |
| Class A Common Stock | 06/04/2008 | S | 100 | D | \$ 67.82 | 1,438,358 | D | |
| Class A Common Stock | 06/04/2008 | S | 200 | D | \$ 67.83 | 1,438,158 | D | |
| Class A Common Stock | 06/04/2008 | S | 700 | D | \$ 67.84 | 1,437,458 | D | |
| Class A Common Stock | 06/04/2008 | S | 400 | D | \$ 67.85 | 1,437,058 | D | |
| Class A Common Stock | 06/04/2008 | S | 400 | D | \$ 67.86 | 1,436,658 | D | |
| Class A Common Stock | 06/04/2008 | S | 300 | D | \$ 67.87 | 1,436,358 | D | |
| Class A Common Stock | 06/04/2008 | S | 300 | D | \$ 67.88 | 1,436,058 | D | |
| Class A Common Stock | 06/04/2008 | S | 100 | D | \$ 67.89 | 1,435,958 | D | |
| Class A Common Stock | 06/04/2008 | S | 500 | D | \$ 67.9 | 1,435,458 | D | |
| Class A Common Stock | 06/04/2008 | S | 400 | D | \$ 67.91 | 1,435,058 | D | |
| Class A Common Stock | 06/04/2008 | S | 200 | D | \$ 67.92 | 1,434,858 | D | |
| Class A Common Stock | 06/04/2008 | S | 200 | D | \$ 67.93 | 1,434,658 | D | |
| Class A Common Stock | 06/04/2008 | S | 400 | D | \$ 67.94 | 1,434,258 | D | |
| Class A Common Stock | 06/04/2008 | S | 400 | D | \$ 67.95 | 1,433,858 | D | |

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| | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|--------------------------|---|
| Class A Common Stock | 06/04/2008 | S | 100 | D | \$ 67.96 | 1,433,758 | D |
| Class A Common Stock | 06/04/2008 | S | 500 | D | \$ 67.97 | 1,433,258 | D |
| Class A Common Stock | 06/04/2008 | S | 100 | D | \$ 67.98 | 1,433,158 | D |
| Class A Common Stock | 06/04/2008 | S | 400 | D | \$ 67.99 | 1,432,758 | D |
| Class A Common Stock | 06/04/2008 | S | 300 | D | \$ 68 | 1,432,458 | D |
| Class A Common Stock | 06/04/2008 | S | 400 | D | \$ 68.01 | 1,432,058 | D |
| Class A Common Stock | 06/04/2008 | S | 300 | D | \$ 68.03 | 1,431,758 | D |
| Class A Common Stock | 06/04/2008 | S | 100 | D | \$ 68.04 | 1,431,658 | D |
| Class A Common Stock | 06/04/2008 | S | 100 | D | \$ 68.05 | 1,431,558 | D |
| Class A Common Stock | 06/04/2008 | S | 600 | D | \$ 68.06 | 1,430,958 ⁽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)

| 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 Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

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

06/05/2008

__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 second Form 4 to be filed for transactions made on June 4, 2008. Multiple Form 4s are being filed due to the 30 trading days rule.

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.