

ABERCROMBIE & FITCH CO /DE/
 Form 4
 February 06, 2008

FORM 4

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

OMB APPROVAL

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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)
02/04/2008

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock | 02/04/2008 | | M | | 50,000 | A | \$ 37.6875 |
| Class A Common Stock | 02/04/2008 | | S | | 200 | D | \$ 78.8 |
| Class A Common Stock | 02/04/2008 | | S | | 300 | D | \$ 78.82 |
| Class A Common Stock | 02/04/2008 | | S | | 400 | D | \$ 78.91 |
| Class A Common Stock | 02/04/2008 | | S | | 400 | D | \$ 78.91 |

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| | | | | | | | |
|----------------------------|------------|---|-----|---|----------|-----------|---|
| Stock | | | | | | | |
| Class A Common Stock | 02/04/2008 | S | 100 | D | \$ 78.92 | 1,442,758 | D |
| Class A Common Stock | 02/04/2008 | S | 600 | D | \$ 78.94 | 1,442,158 | D |
| Class A Common Stock | 02/04/2008 | S | 300 | D | \$ 78.96 | 1,441,858 | D |
| Class A Common Stock | 02/04/2008 | S | 700 | D | \$ 78.97 | 1,441,158 | D |
| Class A Common Stock | 02/04/2008 | S | 400 | D | \$ 78.98 | 1,440,758 | D |
| Class A Common Stock | 02/04/2008 | S | 600 | D | \$ 79 | 1,440,158 | D |
| Class A Common Stock | 02/04/2008 | S | 700 | D | \$ 79.01 | 1,439,458 | D |
| Class A Common Stock | 02/04/2008 | S | 800 | D | \$ 79.03 | 1,438,658 | D |
| Class A Common Stock | 02/04/2008 | S | 200 | D | \$ 79.04 | 1,438,458 | D |
| Class A Common Stock | 02/04/2008 | S | 500 | D | \$ 79.05 | 1,437,958 | D |
| Class A Common Stock | 02/04/2008 | S | 300 | D | \$ 79.06 | 1,437,658 | D |
| Class A Common Stock | 02/04/2008 | S | 800 | D | \$ 79.07 | 1,436,858 | D |
| Class A Common Stock | 02/04/2008 | S | 200 | D | \$ 79.08 | 1,436,658 | D |
| Class A Common Stock | 02/04/2008 | S | 700 | D | \$ 79.1 | 1,435,958 | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|----------|--------------------------|---|
| Class A Common Stock | 02/04/2008 | S | 300 | D | \$ 79.11 | 1,435,658 | D |
| Class A Common Stock | 02/04/2008 | S | 700 | D | \$ 79.12 | 1,434,958 | D |
| Class A Common Stock | 02/04/2008 | S | 300 | D | \$ 79.13 | 1,434,658 | D |
| Class A Common Stock | 02/04/2008 | S | 300 | D | \$ 79.14 | 1,434,358 | D |
| Class A Common Stock | 02/04/2008 | S | 1,900 | D | \$ 79.15 | 1,432,458 | D |
| Class A Common Stock | 02/04/2008 | S | 700 | D | \$ 79.16 | 1,431,758 | D |
| Class A Common Stock | 02/04/2008 | S | 800 | D | \$ 79.17 | 1,430,958 | D |
| Class A Common Stock | 02/04/2008 | S | 800 | D | \$ 79.19 | 1,430,158 | D |
| Class A Common Stock | 02/04/2008 | S | 700 | D | \$ 79.2 | 1,429,458 | D |
| Class A Common Stock | 02/04/2008 | S | 800 | D | \$ 79.21 | 1,428,658 | D |
| Class A Common Stock | 02/04/2008 | S | 600 | D | \$ 79.22 | 1,428,058 | D |
| Class A Common Stock | 02/04/2008 | S | 1,400 | D | \$ 79.23 | 1,426,658 ⁽¹⁾ | D |

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

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(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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option - Right to Buy | \$ 37.6875 | 02/04/2008 | | M | 50,000 | 02/01/2003 02/01/2009 | 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 02/06/2008

__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 first Form 4 to be filed for transactions made on February 4, 2008. Multiple Forms 4 are being filed due to the 30 t
 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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