JEFFRIES MICHAEL S
Form 4
March 05, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
JEFFRIES MICHAEL S

(Last) (First) (Middle)

6301 FITCH PATH

(Street)

NEW ALBANY, OH 43054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ABERCROMBIE & FITCH CO /DE/ [ANF]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Class A Common Stock	03/03/2008		M		5,430	A	$ 39.2812	1,399,188	D	
Class A Common Stock	03/03/2008		M		6,000	A	$ 42	1,405,188	D	
Class A Common Stock	03/03/2008		M		38,570	A	$ 44	1,443,758	D	
Class A Common	03/03/2008		S		300	D	$ 75.99	1,443,458	D	

Stock							
Class A Common Stock	03/03/2008	S	200	D	$ 76.01	1,443,258	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.05	1,443,158	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.07	1,443,058	D
Class A Common Stock	03/03/2008	S	300	D	$ 76.1	1,442,758	D
Class A Common Stock	03/03/2008	S	200	D	$ 76.16	1,442,558	D
Class A Common Stock	03/03/2008	S	500	D	$ 76.17	1,442,058	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.18	1,441,958	D
Class A Common Stock	03/03/2008	S	200	D	$ 76.19	1,441,758	D
Class A Common Stock	03/03/2008	S	600	D	$ 76.2	1,441,158	D
Class A Common Stock	03/03/2008	S	500	D	$ 76.23	1,440,658	D
Class A Common Stock	03/03/2008	S	300	D	$ 76.28	1,440,358	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.29	1,440,258	D
Class A Common Stock	03/03/2008	S	200	D	$ 76.32	1,440,058	D
Class A Common Stock	03/03/2008	S	400	D	$ 76.33	1,439,658	D

Class A Common Stock	03/03/2008	S	100	D	$ 76.34	1,439,558	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.35	1,439,458	D
Class A Common Stock	03/03/2008	S	300	D	$ 76.36	1,439,158	D
Class A Common Stock	03/03/2008	S	500	D	$ 76.37	1,438,658	D
Class A Common Stock	03/03/2008	S	200	D	$ 76.38	1,438,458	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.39	1,438,358	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.4	1,438,258	D
Class A Common Stock	03/03/2008	S	400	D	$ 76.41	1,437,858	D
Class A Common Stock	03/03/2008	S	800	D	$ 76.42	1,437,058	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.43	1,436,958	D
Class A Common Stock	03/03/2008	S	100	D	$ 76.44	1,436,858	D
Class A Common Stock	03/03/2008	S	200	D	$ 76.45	1,436,658 (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.

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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 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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to Buy	$ 39.2812	03/03/2008		M			5,430	(2)	03/01/2009	Class A Common Stock	5,430	
Stock Option - Right to Buy	$ 44	03/03/2008		M			38,570	(3)	07/23/2009	Class A Common Stock	38,570	
Stock Option - Right to Buy	$ 42	03/03/2008		M			6,000	(2)	08/01/2009	Class A Common Stock	6,000	

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	03/04/2008
**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.

(2) Option vests 25% per year beginning on the first anniversary of the date of grant.

(3) Option vests 25% per year beginning 7/23/03.

Remarks:

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

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Explanation of Responses: