

ONEILL LESLEE K
Form 4
March 08, 2005

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 *
ONEILL LESLEE K

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)
03/07/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP-Planning & Allocation

NEW ALBANY, OH 43054

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

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	03/07/2005		M		83,700 A \$ 40.375	151,597	D
Class A Common Stock	03/07/2005		S		15,400 D \$ 56.8	136,197	D
Class A Common Stock	03/07/2005		S		1,900 D \$ 56.81	134,297	D
Class A Common	03/07/2005		S		1,000 D \$ 56.82	133,297	D

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Stock							
Class A Common Stock	03/07/2005	S	1,200	D	\$ 56.83	132,097	D
Class A Common Stock	03/07/2005	S	2,600	D	\$ 56.84	129,497	D
Class A Common Stock	03/07/2005	S	3,500	D	\$ 56.85	125,997	D
Class A Common Stock	03/07/2005	S	2,600	D	\$ 56.86	123,397	D
Class A Common Stock	03/07/2005	S	100	D	\$ 56.87	123,297	D
Class A Common Stock	03/07/2005	S	2,700	D	\$ 56.88	120,597	D
Class A Common Stock	03/07/2005	S	300	D	\$ 56.89	120,297	D
Class A Common Stock	03/07/2005	S	300	D	\$ 56.9	119,997	D
Class A Common Stock	03/07/2005	S	500	D	\$ 56.91	119,497	D
Class A Common Stock	03/07/2005	S	30,000	D	\$ 57	89,497	D
Class A Common Stock	03/07/2005	S	1,300	D	\$ 57.01	88,197	D
Class A Common Stock	03/07/2005	S	1,000	D	\$ 57.02	87,197	D
Class A Common Stock	03/07/2005	S	1,900	D	\$ 57.03	85,297	D
Class A Common Stock	03/07/2005	S	400	D	\$ 57.04	84,897	D

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Class A Common Stock	03/07/2005	S	1,300	D	\$ 57.05	83,597	D
Class A Common Stock	03/07/2005	S	300	D	\$ 57.06	83,297	D
Class A Common Stock	03/07/2005	S	200	D	\$ 57.07	83,097	D
Class A Common Stock	03/07/2005	S	500	D	\$ 57.08	82,597	D
Class A Common Stock	03/07/2005	S	5,100	D	\$ 57.1	77,497	D
Class A Common Stock	03/07/2005	S	700	D	\$ 57.11	76,797	D
Class A Common Stock	03/07/2005	S	300	D	\$ 57.12	76,497	D
Class A Common Stock	03/07/2005	S	600	D	\$ 57.13	75,897	D
Class A Common Stock	03/07/2005	S	400	D	\$ 57.14	75,497	D
Class A Common Stock	03/07/2005	S	1,400	D	\$ 57.15	74,097	D
Class A Common Stock	03/07/2005	S	500	D	\$ 57.17	73,597	D
Class A Common Stock	03/07/2005	S	400	D	\$ 57.18	73,197	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)

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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)	8. Amount or Number of Shares
Stock Option - Right to Buy	\$ 40.375	03/07/2005		M	83,700	⁽¹⁾ 03/02/2009	Class A Common Stock	83,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEILL LESLEE K 6301 FITCH PATH NEW ALBANY, OH 43054			SVP-Planning & Allocation	

Signatures

By: Robert J. Tannous, Attorney-in-Fact 03/08/2005
**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) Option vests 10% on the 1st, 2nd, 3rd anniversaries of date of grant; 15% on the 4th anniversary; 20% on the 5th anniversary and 35% on the 6th anniversary.

Remarks:

This is the first Form 4 to be filed for transactions made on 3/7/05. Multiple Form 4s are being filed due to the 30 transaction 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.