ABERCROMBIE & FITCH CO /DE/

Form 4/A March 07, 2007

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

burden hours per

Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

Common

(Print or Type Responses)

CHANG DIANE Symbol ABE			Symbol ABERO	ssuer Name and Ticker or Trading bol ERCROMBIE & FITCH CO / [ANF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month				f Earliest T Day/Year) 007	ransaction			Director 10% Owner _X_ Officer (give title Other (specify below) SVP of Sourcing			
Filed(N 02/27			Filed(Mo	. If Amendment, Date Original Filed(Month/Day/Year) 02/27/2007				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW ALB	ANY, OH 43054	1						Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of	red, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)	
Class A Common Stock	02/23/2007			M	1,098	A	\$ 25	125,716	D		
Class A Common Stock	02/23/2007			M	25,000	A	\$ 26.64	150,716	D		
Class A Common Stock	02/23/2007			M	1,612	A	\$ 26.98	152,328	D		
Class A	02/23/2007			M	600	A	\$	152,928	D		

37.69

Stock							
Class A Common Stock	02/23/2007	M	7,500	A	\$ 29.5	160,428	D
Class A Common Stock	02/23/2007	S	30,050	D	\$ 79.5	130,378	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.51	129,978	D
Class A Common Stock	02/23/2007	S	300	D	\$ 79.52	129,678	D
Class A Common Stock	02/23/2007	S	300	D	\$ 79.53	129,378	D
Class A Common Stock	02/23/2007	S	600	D	\$ 79.54	128,778	D
Class A Common Stock	02/23/2007	S	500	D	\$ 79.56	128,278	D
Class A Common Stock	02/23/2007	S	1,400	D	\$ 79.57	126,878	D
Class A Common Stock	02/23/2007	S	800	D	\$ 79.58	126,078	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.61	125,678	D
Class A Common Stock	02/23/2007	S	100	D	\$ 79.64	125,578	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.66	125,178	D
Class A Common Stock	02/23/2007	S	300	D	\$ 79.67	124,878	D
Class A Common Stock	02/23/2007	S	100	D	\$ 79.7	124,778	D

Class A Common Stock	02/23/2007	S	500	D	\$ 79.71	124,278	D
Class A Common Stock	02/23/2007	S	700	D	\$ 79.72	123,578	D
Class A Common Stock	02/23/2007	S	200	D	\$ 79.75	123,378	D
Class A Common Stock	02/23/2007	S	700	D	\$ 79.77	122,678	D
Class A Common Stock	02/23/2007	S	279	D	\$ 79.78	122,399	D
Class A Common Stock	02/23/2007	S	1,300	D	\$ 79.79	121,099	D
Class A Common Stock	02/23/2007	S	600	D	\$ 79.8	120,499	D
Class A Common Stock	02/23/2007	S	200	D	\$ 79.81	120,299	D
Class A Common Stock	02/23/2007	S	400	D	\$ 79.83	119,899	D
Class A Common Stock	02/23/2007	S	100	D	\$ 79.84	119,799	D
Class A Common Stock	02/23/2007	S	14,421	D	\$ 80	105,378	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)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 37.69	02/23/2007		M		600	02/01/2003	02/01/2009	Class A Common Stock	600
Stock Option - Right to Buy	\$ 29.5	02/23/2007		M		7,500	03/06/2006	03/06/2011	Class A Common Stock	7,500
Stock Option - Right to Buy	\$ 25	02/23/2007		M		1,098	<u>(1)</u>	02/04/2012	Class A Common Stock	1,098
Stock Option - Right to Buy	\$ 26.64	02/23/2007		M	2	25,000	<u>(2)</u>	02/28/2012	Class A Common Stock	25,000
Stock Option - Right to Buy	\$ 26.98	02/23/2007		M		1,612	<u>(2)</u>	02/14/2013	Class A Common Stock	1,612

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					

CHANG DIANE
6301 FITCH PATH
NEW ALBANY, OH 43054
SVP of Sourcing

Signatures

By: Robert J. Tannous, Attorney-in-Fact 03/06/2007

**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 25% per year beginning on the date of grant.

Reporting Owners 4

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

Remarks:

This Form 4 is being amended to correct the number of shares sold on 2/23/07.

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.