

ONEILL LESLEE K

Form 4

June 08, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
03/04/2005

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

NEW ALBANY, OH 43054

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/04/2005		M		103,700	A	\$ 40.375 171,597
Class A Common Stock	03/04/2005		S		23,900	D	\$ 56.8 147,697
Class A Common Stock	03/04/2005		S		9,400	D	\$ 56.82 138,297
Class A Common	03/04/2005		S		400	D	\$ 56.85 137,897

Edgar Filing: ONEILL LESLEE K - Form 4

Stock

Class A Common Stock	03/04/2005	S	1,300	D	\$ 56.86	136,597	D
Class A Common Stock	03/04/2005	S	18,500	D	\$ 56.87	118,097	D
Class A Common Stock	03/04/2005	S	10,200	D	\$ 56.88	107,897	D
Class A Common Stock	03/04/2005	S	900	D	\$ 56.89	106,997	D
Class A Common Stock	03/04/2005	S	13,600	D	\$ 56.9	93,397	D
Class A Common Stock	03/04/2005	S	1,800	D	\$ 56.91	91,597	D
Class A Common Stock	03/04/2005	S	300	D	\$ 56.92	91,297	D
Class A Common Stock	03/04/2005	S	7,100	D	\$ 56.93	84,197	D
Class A Common Stock	03/04/2005	S	1,300	D	\$ 56.94	82,897	D
Class A Common Stock	03/04/2005	S	700	D	\$ 56.96	82,197	D
Class A Common Stock	03/04/2005	S	4,400	D	\$ 56.97	77,797	D
Class A Common Stock	03/04/2005	S	9,900	D	\$ 56.98	67,897	D
Class A Common Stock	03/08/2005	M	2,476	A	\$ 40.375	70,373	D
Class A Common Stock	03/08/2005	M	2	A	\$ 15.25	70,375	D

Edgar Filing: ONEILL LESLEE K - Form 4

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 40.375	03/04/2005		M		103,700		<u>(1)</u>	03/02/2009	Class A Common Stock	103,700
Stock Option - Right to Buy	\$ 40.375	03/08/2005		M		2,476		<u>(1)</u>	03/02/2009	Class A Common Stock	2,476
Stock Option - Right to Buy	\$ 15.25	03/08/2005		M		2		<u>(2)</u>	02/16/2010	Class A Common Stock	2

Reporting Owners

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

Signatures

By: Robert J. Tannous,
Attorney-in-Fact 06/06/2005

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

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.