

ABERCROMBIE & FITCH CO /DE/
Form 4
March 07, 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 *
CHANG DIANE

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)
03/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP of Sourcing

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Class A Common Stock	03/03/2005		M		2,193	A	\$ 15.25 65,846	D
Class A Common Stock	03/03/2005		M		2,854	A	\$ 30.18 68,700	D
Class A Common Stock	03/03/2005		M		98	A	\$ 29.47 68,798	D
Class A Common	03/03/2005		M		15,000	A	\$ 29.5 83,798	D

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Stock							
Class A Common Stock	03/03/2005	M	3,292	A	\$ 25	87,090	D
Class A Common Stock	03/03/2005	M	25,000	A	\$ 26.64	112,090	D
Class A Common Stock	03/03/2005	M	1,612	A	\$ 26.98	113,702	D
Class A Common Stock	03/03/2005	S	2,854	D	\$ 56	110,848	D
Class A Common Stock	03/03/2005	S	7,400	D	\$ 56.01	103,448	D
Class A Common Stock	03/03/2005	S	24,995	D	\$ 56.4	78,453	D
Class A Common Stock	03/03/2005	S	600	D	\$ 56.41	77,853	D
Class A Common Stock	03/03/2005	S	1,000	D	\$ 56.42	76,853	D
Class A Common Stock	03/03/2005	S	2,700	D	\$ 56.44	74,153	D
Class A Common Stock	03/03/2005	S	300	D	\$ 56.45	73,853	D
Class A Common Stock	03/03/2005	S	2,000	D	\$ 56.48	71,853	D
Class A Common Stock	03/03/2005	S	7,300	D	\$ 56.5	64,553	D
Class A Common Stock	03/03/2005	S	900	D	\$ 56.54	63,653	D
Class A Common Stock	03/04/2005	M	4,506	A	\$ 22.1875	68,159	D

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Class A Common Stock	03/04/2005	M	6,560	A	\$ 15.25	74,719	D
Class A Common Stock	03/04/2005	S	1,214	D	\$ 56.57	73,505	D
Class A Common Stock	03/04/2005	S	2,000	D	\$ 56.55	71,505	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)

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	\$ 15.25	03/03/2005		M	2,193	<u>(1)</u> 02/16/2010	Class A Common Stock	2,193
Stock Option - Right to Buy	\$ 30.18	03/03/2005		M	2,854	<u>(1)</u> 02/01/2011	Class A Common Stock	2,854
Stock Option - Right to Buy	\$ 29.47	03/03/2005		M	98	<u>(1)</u> 02/05/2011	Class A Common Stock	98
Stock Option - Right to Buy	\$ 29.5	03/03/2005		M	15,000	<u>(1)</u> 03/06/2011	Class A Common Stock	15,000
	\$ 25	03/03/2005		M	3,292	<u>(2)</u> 02/04/2012		3,292

Stock Option - Right to Buy								Class A Common Stock	
Stock Option - Right to Buy	\$ 26.64	03/03/2005	M	25,000	<u>(1)</u>	02/28/2012		Class A Common Stock	25,000
Stock Option - Right to Buy	\$ 26.98	03/03/2005	M	1,612	<u>(1)</u>	02/14/2013		Class A Common Stock	1,612
Stock Option - Right to Buy	\$ 22.1875	03/04/2005	M	4,506	<u>(3)</u>	06/08/2008		Class A Common Stock	4,506
Stock Option - Right to Buy	\$ 15.25	03/04/2005	M	6,560	<u>(1)</u>	02/16/2010		Class A Common Stock	6,560

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

03/04/2005

__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 25% per year beginning on the first anniversary of the date of grant.

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

(3) 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.

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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