

ABERCROMBIE & FITCH CO /DE/

Form 4

February 17, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEINO DAVID L

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)
02/16/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP-Director of Stores

NEW ALBANY, OH 43054

(City) (State) (Zip)

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

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	02/16/2005		M		1,672	A	\$ 37.6875	15,481	D
Class A Common Stock	02/16/2005		M		352	A	\$ 20.8125	15,833	D
Class A Common Stock	02/16/2005		M		6,132	A	\$ 30.18	21,965	D
Class A Common	02/16/2005		M		65	A	\$ 29.47	22,030	D

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Stock								
Class A Common Stock	02/16/2005	M	2,195	A	\$ 25	24,225	D	
Class A Common Stock	02/16/2005	M	25,000	A	\$ 26.64	49,225	D	
Class A Common Stock	02/16/2005	M	538	A	\$ 26.98	49,763	D	
Class A Common Stock	02/16/2005	S	6,700	D	\$ 52.08	43,063	D	
Class A Common Stock	02/16/2005	S	200	D	\$ 52.1	42,863	D	
Class A Common Stock	02/16/2005	S	300	D	\$ 52.14	42,563	D	
Class A Common Stock	02/16/2005	S	4,000	D	\$ 52.15	38,563	D	
Class A Common Stock	02/16/2005	S	100	D	\$ 52.16	38,463	D	
Class A Common Stock	02/16/2005	S	300	D	\$ 52.17	38,163	D	
Class A Common Stock	02/16/2005	S	22,300	D	\$ 52.2	15,863	D	
Class A Common Stock	02/16/2005	S	2,000	D	\$ 52.3	13,863	D	
Class A Common Stock	02/16/2005	S	54	D	\$ 52.31	13,809	D	
Class A Common Stock						13	I	By 401(k)

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**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 37.6875	02/16/2005		M			1,672	02/01/2003	02/01/2009	Class A Common Stock	1,672
Stock Option - Right to Buy	\$ 20.8125	02/16/2005		M			352	<u>(1)</u>	02/01/2010	Class A Common Stock	352
Stock Option - Right to Buy	\$ 30.18	02/16/2005		M			6,132	<u>(1)</u>	02/01/2011	Class A Common Stock	6,132
Stock Option - Right to Buy	\$ 29.47	02/16/2005		M			65	<u>(1)</u>	02/05/2011	Class A Common Stock	65
Stock Option - Right to Buy	\$ 25	02/16/2005		M			2,195	<u>(2)</u>	02/04/2012	Class A Common Stock	2,195
Stock Option - Right to Buy	\$ 26.64	02/16/2005		M			25,000	<u>(1)</u>	02/28/2012	Class A Common Stock	25,000
Stock Option - Right to Buy	\$ 26.98	02/16/2005		M			538	<u>(1)</u>	02/14/2013	Class A Common Stock	538

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEINO DAVID L 6301 FITCH PATH NEW ALBANY, OH 43054			SVP-Director of Stores	

Signatures

By: Robert J. Tannous,
Attorney-in-Fact

02/17/2005

__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.

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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