

JEFFRIES MICHAEL S
Form 4
August 19, 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 *
JEFFRIES MICHAEL S

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)
08/18/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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 or Price		
Class A Common Stock	08/18/2005		M		\$ 23.41	1,456,702	D
Class A Common Stock	08/18/2005		S		\$ 58.46	1,444,202	D
Class A Common Stock	08/18/2005		S		\$ 58.47	1,443,302	D
Class A Common	08/18/2005		S		\$ 58.48	1,443,102	D

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Stock									
Class A Common Stock	08/18/2005		S	52,200	D	\$ 58.5	1,390,902	D	
Class A Common Stock	08/18/2005		S	3,600	D	\$ 58.51	1,387,302	D	
Class A Common Stock	08/18/2005		S	2,800	D	\$ 58.52	1,384,502	D	
Class A Common Stock	08/18/2005		S	16,900	D	\$ 58.53	1,367,602	D	
Class A Common Stock	08/18/2005		S	10,900	D	\$ 58.55	1,356,702	D	
Class A Common Stock							800	I	By Custodian For Child
Class A Common Stock	08/18/2005		S	12,400	D	\$ 58.45	1,444,302	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	\$ 23.4062	08/18/2005		M	100,000	(1) 08/01/2008	Class A Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEFFRIES MICHAEL S 6301 FITCH PATH NEW ALBANY, OH 43054	X		Chairman and CEO	

Signatures

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

08/18/2005

__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 20% per year beginning on the second 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.
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