

ABERCROMBIE & FITCH CO /DE/
Form 4
June 06, 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 *
LEINO DAVID L

(Last) (First) (Middle)
6301 FITCH PATH
(Street)

NEW ALBANY, OH 43054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABERCROMBIE & FITCH CO /DE/ [ANF]

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP-Director of Stores

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | | | | | 13 | I | By 401(k) |
| Class A Common Stock | 06/02/2005 | | M | | 25,222 A \$ 40.375 | 48,032 | D |
| Class A Common Stock | 06/02/2005 | | M | | 8,753 A \$ 15.25 | 56,785 | D |
| Class A Common | 06/02/2005 | | M | | 12,500 A \$ 26.64 | 69,285 | D |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|--------------|---------|--|---|
| Stock | | | | | | | | |
| Class A Common Stock | 06/02/2005 | M | 538 | A | \$ 26.98 | 69,823 | | D |
| Class A Common Stock | 06/02/2005 | M | 9,100 | A | \$ 8 | 78,923 | | D |
| Class A Common Stock | 06/02/2005 | M | 7,500 | A | \$ 8 | 86,423 | | D |
| Class A Common Stock | 06/02/2005 | M | 28,734 | A | \$ 15.875 | 115,157 | | D |
| Class A Common Stock | 06/02/2005 | S | 5,000 | D | \$ 64.2 | 110,157 | | D |
| Class A Common Stock | 06/02/2005 | S | 9,000 | D | \$ 64.25 | 101,157 | | D |
| Class A Common Stock | 06/02/2005 | S | 1,000 | D | \$ 64.26 | 100,157 | | D |
| Class A Common Stock | 06/02/2005 | S | 3,500 | D | \$ 64.27 | 96,657 | | D |
| Class A Common Stock | 06/02/2005 | S | 15,000 | D | \$ 64.3 | 81,657 | | D |
| Class A Common Stock | 06/02/2005 | S | 1,000 | D | \$ 64.31 | 80,657 | | D |
| Class A Common Stock | 06/02/2005 | S | 5,000 | D | \$ 64.32 | 75,657 | | D |
| Class A Common Stock | 06/02/2005 | S | 2,000 | D | \$ 64.35 | 73,657 | | D |
| Class A Common Stock | 06/02/2005 | S | 7,000 | D | \$ 64.36 | 66,657 | | D |
| Class A Common Stock | 06/02/2005 | S | 2,000 | D | \$ 64.37 | 64,657 | | D |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|----------|--------|---|
| Class A Common Stock | 06/02/2005 | S | 5,000 | D | \$ 64.38 | 59,657 | D |
| Class A Common Stock | 06/02/2005 | S | 7,000 | D | \$ 64.4 | 52,657 | D |
| Class A Common Stock | 06/02/2005 | S | 1,000 | D | \$ 64.5 | 51,657 | D |
| Class A Common Stock | 06/02/2005 | S | 2,000 | D | \$ 64.51 | 49,657 | D |
| Class A Common Stock | 06/02/2005 | S | 1,000 | D | \$ 64.53 | 48,657 | D |
| Class A Common Stock | 06/02/2005 | S | 2,500 | D | \$ 64.55 | 46,157 | D |
| Class A Common Stock | 06/02/2005 | S | 3,000 | D | \$ 65.58 | 43,157 | D |
| Class A Common Stock | 06/02/2005 | S | 2,000 | D | \$ 64.63 | 41,157 | D |
| Class A Common Stock | 06/02/2005 | S | 2,000 | D | \$ 64.65 | 39,157 | D |
| Class A Common Stock | 06/02/2005 | S | 5,000 | D | \$ 64.7 | 34,157 | D |
| Class A Common Stock | 06/02/2005 | S | 2,000 | D | \$ 64.75 | 32,157 | D |
| Class A Common Stock | 06/02/2005 | S | 1,000 | D | \$ 64.83 | 31,157 | 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)

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| 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 | \$ 8 | 06/02/2005 | | M | 9,100 | 09/25/2000 09/26/2006 | Class A Common Stock 9,100 |
| Stock Option - Right to Buy | \$ 8 | 06/02/2005 | | M | 7,500 | 02/20/2003 02/21/2007 | Class A Common Stock 7,500 |
| Stock Option - Right to Buy | \$ 15.875 | 06/02/2005 | | M | 28,734 | 02/02/2002 02/03/2008 | Class A Common Stock 28,734 |
| Stock Option - Right to Buy | \$ 40.375 | 06/02/2005 | | M | 25,222 | <u>(1)</u> 03/02/2009 | Class A Common Stock 25,222 |
| Stock Option - Right to Buy | \$ 15.25 | 06/02/2005 | | M | 8,753 | <u>(2)</u> 02/16/2010 | Class A Common Stock 8,753 |
| Stock Option - Right to Buy | \$ 26.64 | 06/02/2005 | | M | 12,500 | <u>(2)</u> 02/28/2012 | Class A Common Stock 12,500 |
| Stock Option - Right to Buy | \$ 26.98 | 06/02/2005 | | M | 538 | <u>(2)</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 | | | SVP-Director of Stores | |

NEW ALBANY, OH 43054

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.

Remarks:

This is the first of two Form 4s to be filed for transactions made on 6/2/05. Multiple Form 4s are being filed due to the 30 tran

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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